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VIA HAND DELIVERY

September 16, 2010

Stephen Gardner
Project Manager
Loudoun County Department of Planning
1 Harrison Street, SE, Third Floor
Leesburg, VA 20177



RE: Comment response letter to Dulles World Center ZMAP 2008-0010 and SPEX 2010-008

Dear Stephen:

On behalf of Dulles World Center, LLC (the "Applicant"), I write to respond to Loudoun County's latest round referral comments for the above-referenced applications. Each of the comments is summarized below in italics and followed by our responses. Also, enclosed with this response letter, please find 30 copies each of: 1) the revised Concept Development Plan 2) revised Special Exception Plat for increased FAR in the PD-OP District, 3) revised Environmental Assessment and Preservation exhibit, 4) revised and updated draft Proffer Statement, with attachment F, and 5) Sustainable Development Plan.

For your ease of review, I provide the following Table of Contents for this comment response letter:

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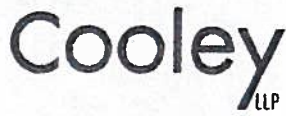
ZONING ADMINISTRATION (Comments dated August 18, 2010)

1. Comment. Original comment remains outstanding. As of this date, the property is not within the area being considered under CPAM 2009-0001. Furthermore, the CPAM is not approved and the final result is unknown, therefore, since the CPAM is evolving, it is more appropriate to measure the proposal against what is presently approved and in effect.

Response: Although the Property is not within the initial area studied as part of CPAM 2009-0001, it has been a focus of the discussion and even designated at one point as an "Office Center Node" by County planning staff to blend together office, residential, retail, civic and restaurant uses in a similar manner as the PD-TC zoning district does. The Applicant supports the County's efforts to develop and implement more appropriate planning policies for this critical area in order to achieve the County's economic development and planning objectives for the Route 28 corridor and is pleased that the Route 28 CPAM is tracking concurrently with ZMAP 2008-0018. The Applicant respectfully maintains that it's more appropriate to measure the zoning application against a proposed planning designation than one that will be obsolete.

2. Comment. Original comment remains outstanding. The office park setting envisioned by the PD-OP zoning district was not meant to reflect an intense urban design with proposed building heights exceeding any existing or proposed in Loudoun County.

Response: Dulles World Center is being designed to accommodate Class A offices and create a signature gateway to Loudoun County, goals shared by the County's Department of Economic Development. To position the Property to attract significant corporate headquarters and large-scale companies, and remain competitive with its eastern neighbor, the Applicant has requested both an FAR increase and height increase in the PD-OP district. In comparison, Fairfax County is currently considering FARs up to 5.0 and heights upwards of 300 feet near the planned Metro stations at Wiehle Avenue and Reston Parkway. The proposed heights at Dulles World Center are appropriate for this significant site in Loudoun, fall within the height parameters dictated



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by the proximity of Dulles Airport and are designed to allow the Property to attract the economic drivers the County depends on to secure its tax base. The Loudoun County Zoning Ordinance recognizes higher FARs are appropriate in the PD-OP district, allowing developments to reach intensities up to a 2.0 by special exception, well below the Applicant's 1.45 FAR request.

3. *Comment. Input the special exception application number (SPEX 2010-0008) throughout the CDP, Proffer Statement, Statement of Justification, and other documents.*

Response: We have inserted the SPEX number throughout the documents.

4. *Comment. On the SPEX plat: (1) Remove Note 8 as it is not relevant to the special exception request; (2) since the SPEX is to increase the FAR, provide building envelopes and provide the maximum height of proposed buildings to demonstrate the intensity of development; (3) an emergency access is proposed along Innovation Avenue – elements of the emergency access should be contained in the conditions or on the SPEX plat; and (4) state the purpose of the SPEX plat.*

Response: All of the suggestions have been made: 1) Note 8 has been removed from the SPEX plat, 2) a building envelope has been added and the maximum height of buildings is identified at 200 feet, 3) the emergency access road is shown on the SPEX plat and 4) the purpose of the SPEX plat is to increase the FAR to 1.45, this has been added to the plat.

5. *Comment. Revise paragraph IV.B. of the Statement of Justification as the applicant states that up to 350,000 square feet of retail uses are being proposed. This amount does not include the addition of 50,000 square feet in the PD-OP portion of the property. Further, the applicant has refrained from using the term "retail" in the CDP and proffers, replacing it with "commercial", which should be reflected in the SOJ as well.*

Response: The SOJ has been revised as requested.

Conformance with the PD-TC District Regulations (§4-800)

6. *Comment. Original comment outstanding as the proposal is inconsistent with the current Comprehensive Plan. See original comment about pending CPAM.*

Response: The Applicant acknowledges that the proposed development is not fully consistent with the current provisions of the Revised General Plan, however, the Applicant believes the Property is eminently appropriate for the type of mixed-use,

transit-oriented development the Applicant proposes with this rezoning. The County's consideration of CPAM 2009-0001 further indicates that the Property is an ideal location for such development. As part of that CPAM, County planning staff has discussed the appropriateness of "Office Center Nodes" within the corridor that would blend together office, residential, retail, civic and restaurant uses in a similar manner as the PD-TC zoning district does. The Applicant supports the County's efforts to develop and implement more appropriate planning policies for this critical area in order to achieve the County's economic development and planning objectives for the Route 28 corridor and is pleased that the Route 28 CPAM is tracking concurrently with ZMAP 2008-0018. The Applicant respectfully maintains that it's more appropriate to measure the zoning application against a proposed planning designation than one that likely will be obsolete in a few months.

7. *Comment. The applicant has made adjustments in the Core so that it is more central to the development; however, elements of Core design are outstanding. The Landbay Tabulation on sheet 7 shows that residential units will be in Land Bays 1 through 5, but Keyed Notation E states that units may be transferred between land bays. Staff does not support the ability to transfer the bulk of the residential units to a single or few land bays. The Core is meant to have more intense office and commercial uses, with the balance of residential units in the Fringe. Note E would allow residential to be concentrated in a few land bays, with no commitment that residential will be distributed throughout the Fringe land bays. Revise the Tabulation to provide a minimum number or range of residential units in Land Bays 1 through 5. Residential may be within the Core, but the majority should be focused in the Fringe, therefore, add a note that the majority of residential units will be in the Fringe. Specify a number or ratio of residential units that will be in the Core and Fringe. It is noted that very little land area of Land Bays 1-5 are located in the Core. Based on the current configuration, there is approximately 7,200 to 15,600 square feet of those land bays within the Core, and the commercial and office uses should be evenly distributed throughout and focused within the Core. Therefore, also provide minimum square footages of commercial square footage that will be within Land Bays 1 through 5.*

Response: The Landbay Tabulations has been revised to disburse residential development throughout the residential land bays. Keyed Notation has been revised to allow units to transfer among the five residential land bays to allow the developer to respond to the market over the life of the project, provided each land bay has at least 200 residential units. Because the majority of Land Bays 1-5 are in the Fringe, the majority of the residential will therefore be located in the Fringe and a note, as requested, would be superfluous. Office uses are not planned for Land Bays 1-5; we've added a 1,000 sf minimum for commercial uses in each land bay.



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8. *Comment. Multi-family units are proposed on this site. Provide some details or definition in the Proffer Statement or on the CDP that outlines the characteristics of the multi-family to demonstrate compliance with the Ordinance definition. Multi-family units must have individual dwelling units above each unit.*

Response: The proffer has been revised to provide additional detail on the definition of multi-family units and acknowledge that all residential units will be mid- or high-rise.

9. *Comment. The Modification Justification states that multiple PD-TC developments within Loudoun County have demonstrated that residential and non-residential uses can "exist in harmony side-by-side in mixed-use environments with reduced setbacks. Staff notes that only 3 PD-TC developments have been approved to date, and only one is under construction. None of the 3 approved developments modified the building yard adjacent to any road to the extent proposed by the applicant. Therefore, it is not accurate to state that such reduced yards have proven to be harmonious. Staff continues to have concerns regarding such a large reduction in the building and yard setback from roads that will be moving considerable traffic.*

Response: Notwithstanding what has yet been constructed in Loudoun County, reduced setbacks have been successfully implemented in traditional and neo-traditional mixed-use environments throughout the country and in the metropolitan Washington, DC area. We believe that the vision proposed for Dulles World Center supports and demands the setback reductions proposed in order for the development to reach its highest and best potential. The Lansdowne Town Center application eliminated side yards between live/work units in its core and eliminated the rear yards between the live/work units in the Core that back to the residential units in the Fringe, a reduction of 30 feet. These modifications underscore the success and vibrant environment that can be achieved with the seamless integration of a variety of uses. That development has proven incredibly successful. Likewise, the Applicant's reduction of the yards in the PD-TC district to 10 feet allows it to create a harmonious development with uniform setbacks appropriate for this transit-oriented development.

10. *Comment. Original comment remains outstanding. Staff maintains that the total elimination of maximum lot coverage, in concert with the requested reduction in yards and setbacks, requested increase in height, and permitted unlimited FAR maximum, provides for intense development which may impact health, safety and welfare, and serves to increase density.*

Response: This modification has been removed. It was only needed to accommodate the parking garages, but on further review of the definition of "lot coverage" it was discovered that parking garages are specifically excluded from that definition.

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Therefore, the modification is no longer needed, since occupied buildings will not exceed 70 percent lot coverage.

11. Comment. Staff maintains that the height, increased to such a degree, is not adequately justified and is more for the benefit of the applicant.

Response: Dulles World Center is being designed to accommodate Class A offices and create a signature gateway to Loudoun County, goals shared by the County's Department of Economic Development. To realize this, the County's Department of Economic Development has requested minimum building heights of 72 feet, an increase in the limits specified in both the PD-TC Core and Fringe. Recognizing 72 feet as a minimum height requested by the County, the Applicant believes its requested height modification of 200 feet is both appropriate and necessary if Loudoun wants to compete with neighboring Fairfax County, which is currently discussing FARs up to 5.0 and heights upwards of 300 feet near the planned Metro stations at Wiehle Avenue and Reston Parkway. Furthermore, the adjacent CIT building is 157 feet tall and located on higher ground. The proposed heights at Dulles World Center are appropriate for this significant site in Loudoun, fall within the height parameters dictated by the proximity of Dulles Airport and are designed to allow the Property to attract the economic drivers the County depends on to secure its tax base.

12. Comment. Original comment remains outstanding as the current Comprehensive Plan does not support residential in this area. Absent the Comprehensive Plan, demonstrate or otherwise provide assurances that a minimum of 25% of the total land area within the district, and no more than 50%, will be residential uses pursuant to the Ordinance requirement.

Response: The Applicant remains committed to creating a mixed-use town center at the Property, which requires an appropriate level of residential to maintain the site's vibrancy once the work day ends. However, recognizing the County's sensitivity to residential development, the project is phased so that office will always be the predominant use on the Property with at least 1.4 million square feet being constructed before any residential buildings can be built. This limitation means that the ratio will not be realized until later in the development, at which point at least 25 percent of Dulles World Center will be reserved for residential development.

13. Comment. Staff does not support the reduction in required civic uses. Approximately 119,350 sf of civic uses, as estimated by the applicant, for over 4 million square feet of development is insufficient especially when attempting to create a development that is pedestrian oriented, where people live, work, and recreate. The Landbay Tabulations on sheet 7 shows that 2.74 acres of civic uses will be in the development, but does not indicate where such uses will be focused. Based upon the



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definition of "civic use", those facilities qualifying as civic uses should be concentrated in the Core. Revise the Tabulation to distribute civic uses among the land bays, and in particular, the Core. In addition, Keyed Notation B in the Landbay Tabulations states, if the modification is approved, that the 5% will be based upon the area of development minus the floodplain and Innovation Avenue. Section 4-808(H) states that civic use is calculated on "all land within the Town Center". Revise the calculation accordingly – do not subtract Innovation or floodplain and provide the amount required, if the modification is approved, in terms of square footage. Based upon the proposal to remap 59.82 acres to PD-TC, 2.99 acres of civic uses should be provided or 130,228 square feet. Finally, sheet 6 demonstrates that civic uses and the town green will only be located in Land Bay 7, through the use of a blue, hatched area, but the Landbay Tabulations on sheet 7 does not provide the location of the civic uses. Show the location of civic uses on sheet 6 to be distributed throughout the PD-TC district, but concentrated in the Core and reflect the location of civic uses in the Landbay Tabulations on sheet 7.

Response: Civic uses are envisioned as appropriate throughout the PD-TC district with emphasis in Land Bay 7 and 8. Sheet 6 has been revised to specifically identify civic uses as appropriate within both Land Bay 7 and 8, and Sheet 7 has been refined to commit to 2.99 acres of civic uses, which equals 130,228 square feet. Keyed notation B has been revised as requested. Because the final development plan has not been decided, it is too early to identify exact locations for buildings and uses, be them office, restaurants or civic uses. Therefore, the Applicant is treating civic uses as it is treating the other uses on the Property and committing to a minimum square footage and showing some potential locations.

Conformance with Zoning Amendment Regulations (§6-1200)

14. *Comment. The applicant has revised the note(s); however, the term "shall" is used, and provisions are included that are not contained in the Ordinance. Revise Note 1 on Sheet 5 and 8 to read "Adjustments to the location of the proposed uses, facilities, and improvements shown on the concept plan shall may be permitted as a result of final architectural design and engineering, and/or land planning per in accordance with Section 6-1209(F) of the Zoning Ordinance." Revise Note 7 on sheet 6 to read "Adjustments may be permitted if found to be in substantial conformance with the proffers and CDP pursuant to Section 6-1209(F) of the Zoning Ordinance. The reference to "pedestrian plan" in the note is redundant given that the note is on the "Pedestrian Circulation plan" and the proffers have specific provisions regarding trails and sidewalks. Revise District Density Note 2 on sheet 7 to read "Minor adjustments to the locations of the proposed uses, facilities, and improvements shown on the concept plan may be permitted as a result of final design and engineering if found to be in substantial conformance pursuant to Section 6-1209(F) of the Zoning Ordinance."*

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Response: All of the notes have been revised as requested above.

15. Comment. The original comment remains outstanding as the current Comprehensive Plan does not support residential, and the pending CPAM is still in the review process.

Response: The Applicant acknowledges that the proposed development is not fully consistent with the current provisions of the Revised General Plan, and that the pending CPAM is still under review. However, the Applicant believes the Property is absolutely appropriate for the type of mixed-use, transit-oriented development the Applicant proposes with this rezoning, which is consistent with the draft CPAM. The Applicant supports the County's efforts to develop and implement more appropriate planning policies for this critical area in order to achieve the County's economic development and planning objectives for the corridor and is pleased that the Route 28 CPAM (CPAM 2009-0001) is tracking concurrently with ZMAP 2008-0018. The Applicant respectfully maintains that it's more appropriate to measure the zoning application against a proposed planning designation than one that will be obsolete

16. Comment. The applicant responded that, if no ADU's are required, then Work Force Housing will be provided, however, the issue for consideration speaks to moderate housing. Work Force Housing (WFH) does not address the same stratum of people as moderate priced housing because the WFH affordability range is 100% of the median income while moderate housing is affordable to purchase for families at 30-70% of median income or for rental to families at 30-50% of median income. Under ordinance definitions, WFH does not address the provision of moderate housing opportunities.

Response: The Applicant has committed to provide workforce dwelling units for households earning up to 100% of the Area Median Income in order to expand housing opportunities in Loudoun County. This commitment will benefit the County by increasing the opportunities for moderate income households to afford units in a development that likely will have rental and/or for-sale prices well above the average prices for multi-family housing units in the County. Therefore, the Applicant does not believe it is necessary to provide additional "Unmet Housing Needs Units".

Other/CDP

17. Comment. "Civic space" is still used in Zoning Checklist Note 7 on sheet 7 and should be changed to "civic use".

Response: Zoning Checklist Note 7 has been revised as requested.



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18. *Comment. Proffer V.A. states that civic use square footage will be in addition to commercial and office square footage. Therefore, an additional 130,288 square feet of development is proposed. Revise the PD-TC District Density Tabulation on sheet 7 as it does not include the civic use square footage. Revise the overall development in the PD-TC to 3,109,788 square feet, or a proposed FAR of 1.19.*

Response: Civic use is specifically identified in the CDP and proffers as a separate density from non-residential and residential uses.

19. *Comment. The applicant now proposes in the Landbay Tabulations that, in addition to 1 million sf of office, there may be an additional 50,000 sf of commercial uses. Note F in the Keyed Notations on sheet 7 references only commercial density in the PD-TC portion of the development, however, it may be construed that it applies to the commercial being proposed in the PD-OP portion of the development. Revise the notation to be clear that commercial sf in PD-OP is not subject to this note. Only the uses permitted or allowed by special exception may be permitted in Land Bay A.*

Response: Keyed Notation F specifically references the PD-TC land bays, it does not pertain to the PD-OP district. The note has been revised to remove the ability to transfer the density between land bays. Instead, recognizing that the final development plan may produce different needs than envisioned today, it allows the commercial density within an individual PD-TC land bay to increase by no more than 10 percent, provided the overall commercial density permitted in the PD-TC district is not breached.

20. *Comment. Note 8 in the Keyed Notations refer to "non-office" but should be referenced as commercial as the Landbay Tabulation speaks to commercial. If, as General note 8 states, up to 50,000 sf of office in Land Bay A may be converted to 50,000 commercial square footage in Land Bay A, note in the Tabulation that the office square footage may be less than 1 million based upon the conversion. Be advised that per 4-303(F), certain accessory uses are limited to 20% of the building square footage. Any commercial uses that fall within that category, and are within an office building in Land Bay A, will be limited to the maximum 20% in accordance with the Ordinance. Revise the Notation 8 accordingly.*

Response: The note has been revised to reference "commercial uses" as requested. The Landbay Tabulation already acknowledges that the office square footage in Land Bay A may be less than 1 million as it provides a range between 450,000 SF (minimum) to 1 million SF (maximum). Further, the Applicant has limited all commercial uses within Land Bay A to be integrated into the office buildings, acknowledged by Note 8. The available 50,000 square feet of commercial density is planned for the entire land bay, which will have multiple buildings. AT no point will the commercial in any one building exceed the 20 percent threshold.

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21. *Comment. Original comment remains outstanding. Although this rezoning proposes proffers that will supersede the prior proffers, the planning Commission and Board of Supervisor routinely wish to know what proffers will be "lost" with the new proposal. Provide the analysis as requested.*

Response: The requested analysis is included with this submission.

22. *Comment. Note on sheet 1 that a portion of Innovation Avenue (035-26-7139) is included in the rezoning application.*

Response: Sheet 1 now recognizes that only a portion of Innovation Avenue is included in the rezoning.

23. *Comment. Road H is anticipated to be a major road connecting off-site development/existing development to Innovation Avenue realigned. Sheet 5 indicates that there will be on-street parking, which may produce significant traffic hazards. Staff recommends that on-street parking be eliminated or reduced along Road H. Staff defers to the Office of Transportation for further comment.*

Response: It is envisioned that the purpose and intent of Road H will change overtime, with its initial role being to move cars and people throughout the Property. It may be years before the bridge over the Dulles Toll Road is built, at which point, Road H would become more of a regional road. The construction of the bridge would require revisions to Road H, which could include the removal of the on-street parking, should the County and VDOT so desire at that time.

24. *Comment. Label the roads on the Regional Layout Plan on Sheet 6.*

Response: The roads have been labeled as requested.

25. *Comment. Zoning Checklist Note 7 on sheet 7 refers to a "Central Park" that will be "hub of civic and pedestrian activities". This term is not used in the proffers, Design Guidelines or elsewhere on the CDP. Revise to Town Green or Promenade as these are terms used throughout the applicant's documents.*

Response: Central Park is synonymous with Promenade and has been revised as requested.

26. *Comment. Label the Tree Conservation area on sheet 5 and 8, as done on sheet 6 and determine if the 4.38 acre tree conservation mentioned in Note 4 of sheet 5 and 8 is different from or a part of the 6 acres of open space in Land Bay A.*



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Response: The Tree Conservation labels have been added as requested to Sheets 5 and 8. The 4.38-acre tree conservation areas are included in the 7.2-acres of open space now committed to in Land Bay A. Per Keyed Notation C, the Applicant is exceeding the Revised General Plan definition and requirement for 10 percent of the Property to be in open space. Therefore, not all of the 10.2 acres will meet that strict definition; the 8.2 acres, which is required per plan policy, will meet the strict RGP definition of open space.

27. Comment. Correct the number of residential units in the Overall Parking Calculation Tabulation on sheet which shows 1,492 dwelling units instead of 1,495 units, and revise the maximum number of required parking spaces.

Response: The calculations have been revised as requested to properly identify 1,495 units.

28. Comment. Revise Parking Note 1 to read that 'Required parking will be calculated at site plan to reflect final densities and specific uses. And remove "at time of final site plan" from parking note 5, because a modification may need to proceed a site plan if a special exception is necessary.

Response: The note has been revised as requested.

29. Comment. Revise the Landbay Tabulation and Keyed Notation C, to be consistent with Proffer A.2. that states that 17,000 sf (or 0.40 acres) will be in 4 land bays.

Response: The note has been revised as requested to indicate that 17,000 sf of pocket parks will be disbursed among at least 4 land bays.

30. Comment. Revise Keyed Notation F on Sheet 7 as commercial square footage may not be transferred to other land bays with the TC district if it brings the commercial square footage below the minimum nor above the maximum listed in the Commercial column of the Landbay Tabulation. Revise the note to be clear that this does not apply to the maximum 50,000 sf of commercial proposed in Land Bay A. Generally, as there is a range listed in the Tabulation for commercial square footage, note F is redundant and can be misleading. Further, the bulk of the commercial development should be located in the Core land bays. In order to fulfill Core purposes, ensure that the bulk of commercial development will be within the Core.

Response: Note F has been revised to eliminate the ability to transfer commercial densities between land bays in the PD-TC district. Instead, recognizing that the final

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development plan may produce different needs than envisioned today, it allows the commercial density within an individual PD-TC land bay to increase by no more than 10 percent, provided the overall commercial density permitted in the PD-TC district is not breached. The note specifically references the PD-TC district.

31. *Comment. Revise the Statement of Justification as it proposes up to 350,000 sf of retail uses to "support the office employees and residents" however, 400,000 sf is shown in the Landbay Tabulation.*

Response: The Statement of Justification has been revised as requested.

Design Guidelines and Sustainable Development Plan

32. *Comment. Original comment remains outstanding. The Sustainable Development Plan is not proffered and there is no obligation for the applicant or subsequent owners/developers to adhere to those guidelines. Include language that the Sustainable Development Plan is part of the proffer statement.*

Response: Following discussion with the County's Environmental Review Team, the Applicant agreed to proffer to a number of measurable and specific commitments described in the Sustainable Development Plan. This provides one document for the County to review and judge the project against, and was agreed to by the Applicant and ERT as the best way to demonstrate commitment to the essential elements of the Sustainable Development Plan.

Draft Proffer Statement, Revised July 30, 2010

33. *Comment. The paragraph states ADU's and Workforce dwellings are further described on sheet 7 of the CDP, however, there is no mention of either type of housing on the CDP.*

Response: The revised proffers remove the reference to Sheet 7 in the CDP.

34. *Comment. Revise the first paragraph of II.A.2. to read "Affordable Dwellings Units (ADU's), as may be required by the Revised 1993 Loudoun County Zoning Ordinance ("ordinance"), shall be noted on applicable records plats or site plans. The applicant reserves its ability to receive ADU exemptions for multi-family dwelling units that satisfy the Ordinance's exemption provisions found in Section 7-102(D). If required, ADU's shall be provided in accordance with the ADU provisions of Article 7 of the Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances."*



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Response: Paragraph II.A.2 of the proffer statement has been revised as requested, recognizing that the Revised 1993 Loudoun County Zoning Ordinance was defined in the Preamble to the proffers.

35. *Comment. Paragraph 3 of II.A. requires all residential builders to offer ENERGYSTAR appliances. Provide a method of this requirement to be verified for compliance, such as providing a paragraph to be included in the builder's contract or some other method that can be checked. In addition, provide when this information can be verified, such as at the first site plan.*

Response: The Applicant has revised Proffer II.A.3 to state that the Applicant shall require residential builders to install ENERGYSTAR qualified refrigerators, dish washers, and clothes washers and shall demonstrate compliance with this requirement prior to the issuance of the occupancy permit for each residential unit (for example, as part of the final inspection process).

36. *Comment. Paragraph II.B.1.a. defines "non-residential", which is only used in this Proffer Statement. The CDP, and specifically the Landbay Tabulation on sheet 7, does not use the term "non-residential". Clarify that the term "non-residential" applies only in the proffers, otherwise, use terms consistently in both documents*

Response: The term non-residential includes all office, commercial and hotel uses and has been clarified in the proffers and identified in the PD-TC District Density Tabulations on Sheet 7 of the CDP.

37. *Comment. Revise the first sentence in paragraph II.B.2. to read "Development of the PD-OP portion of the Property shall include up to 1,000,000 square feet of Office uses, of which no more than 50,000 square feet may be converted to Commercial uses as permitted in the district". Clarify if the 1 million square feet is office uses alone, or include accessory non-office uses.*

Response: Proffer II.B.2 has been revised as requested. The one million square feet of office uses does not include accessory non-office uses. Under the proffers, accessory non-office uses are limited to a maximum of 50,000 square feet. Per Section 4-303(F) of the Zoning Ordinance, they cannot exceed twenty percent (20%) of the total floor area of any office building.

38. *Comment. Regarding paragraph II.C., the hotel may be located in Land Bay 13 adjacent to Road C, however, Land Bay 13 cannot be "adjacent" to Road C as it dead-ends at Land Bay 13. Provide a better description of where the hotel may be located within Land Bay 13. State at which phase the hotel will be built, or reference the*

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appropriate paragraph in III. Also, add that the full service hotel will include a minimum of "12,500 square feet of accessory meeting rooms/conference center space."

Response: As requested, Proffer II.C has been revised to further identify the location of the hotel. The proffer now locates the hotel in Land Bay 10, 11, 12 or 13 adjacent to Road C and/or within the Town Center Core. The hotel can be built in any phase, but Proffer III.E commits at least 200 hotel rooms to be built prior to the issuance of zoning permits for more than 3.2 million square feet of non-residential development. Furthermore, as requested, the word "accessory" has been added to Proffer II.C.

39. Comment. Correct paragraph II.D. as it incorrectly states that Land Bay A shall contain a minimum 150,000 square feet of office uses at full build-out, when the minimum shown in Land Bay A on the Landbay Tabulation is 450,000 sf. Further, revise the proffer to increase the minimum office square footage in Land Bays 9, 10, and 12 as they are shown on the Landbay Tabulation (sheet 7) to have more than 150,000 sf. In the last sentence of the paragraph, revise the word "accessory" to "commercial" as any use permitted (or allowed by special exception approval) in the PD-OP district may be within the ground level of the buildings. Again, be advised that any use that is 'accessory' per 4-303(F) of the Ordinance will be limited to 20% of the floor area of the building.

Response: Proffer II.D has been revised to acknowledge that a minimum of 450,000 square feet of office uses will be built in Land Bay A. All other land bays with office uses (Land Bays 9, 10, 11, 12 and 13) will each have a minimum of 150,000 square feet of office uses, as identified in the proffers and revised Sheet 7. In addition, the last sentence now references "commercial," not "accessory". The Applicant is aware that all commercial uses in the PD-OP district are limited to 20 percent of the floor area of the building.

40. Comment. Provide a greater distinction of the buildings in paragraph II.D.2., as it states that residential buildings will not exceed the height of the tallest "Office building on the Property". No building is proposed to be strictly office, and is suppose to be a mixture of office, commercial, residential. Give criteria of an "office" or "residential" building.

Response: The proffer has been revised as requested and now limits the tallest building in Land Bays 1, 2, 3, 4 and 5 to a lesser height than the tallest building in Land Bays A, 9, 10, 11, 12 and 13, thereby committing that a building that is predominantly office will be the tallest building on the Property.

41. Comment. Paragraph II.E. – revise the paragraph...if the minimum height is 6 stories or 72', whichever is less, and parking structures will not exceed seven stories, all



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parking structures could be taller than any other building when the applicant has stated that no parking structure will be taller than any office/commercial building. Provide a height and story amount as for the office buildings, and also state "whichever is less". Again, the proffer speaks to the height of "any Office building located along the Dulles Toll Road" but it isn't clear that the prohibition applies to all buildings, even mixed use buildings.

Response: Proffer II.E has been revised to clearly state that free-standing parking structures shall not exceed the height of any building located adjacent to the Dulles Toll Road. Further, the proffer now notes that freestanding parking garages will not exceed 7 stories or 81 feet, whichever is greater.

42. Comment. Paragraph II.H.3. states that street trees will be planted and maintained at regular intervals along the "interior private streets within the PD-TC district". Provide greater clarification on which streets trees will be planted, and provide some average spacing, such as approximately every 25 feet as in the PD-TRC zoning district.

Response: The proffer has been revised to clarify that street trees will be located, at a minimum, along Roads B, C, E, F, G and H. To accommodate the on-street, parallel parking envisioned on those streets and respect the County's desire for closer-spaced trees, the average distance between trees has been reduced to one tree every 44 feet, rather than one tree every 50 feet. The 44-foot distance places one tree, on average, every two parking spaces, leaving room for street furniture, garbage cans and pedestrian access between the trees. The trees will be a minimum of 3-inch caliper trees with a height at maturity of at least 15 feet. Such trees shall be counted toward the minimum tree canopy requirements.

43. Comment. Revise paragraph II.I.1. as Section 4-808(P) states that dumpsters and loading docks SHALL be screened and remove "to the extent possible" in the first sentence. Clarify that this proffer is not meant to be interpreted as modifying any of the screening requirements in the Ordinance.

Response: The proffer has been revised as requested and clarified to not conflict with the Zoning Ordinance.

44. Comment. Paragraph III.A.1 states that up to 1.1 million square feet of non-residential may be built in phase 1 of the development. Paragraph V.B. states that prior to the commencement of phase II, one civic element will be provided. The definition of "non-residential" given in paragraph IIB.1.a. excludes civic uses. Therefore, this proffer may be impossible to fulfill because no civic uses will be permitted to be constructed

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during phase I, but at least one is required prior to phase II. Revise or otherwise correct the phasing and/or the definition of non-residential.

Response: A proffer has been added to specifically recognize that civic uses can be built in any phase and will not subtract from the non-residential densities.

45. *Comment. Revise III.A.2 to read "The Applicant may receive zoning permits for an additional 383,964 square feet of Office uses". The term "shall" means that the applicant MUST provide, and there may be a situation where the applicant may not be able to construct that much additional office space. The use of "at least" would require that much to be built or more.*

Response: The phasing proffers were designed to require so much non-residential density prior to the introduction of residential units on the Property. Therefore, the "shall" ensures the County will realize 1.4 million square feet of office uses prior to any residential units being built on the Property. If "may" is used instead, the trigger becomes nonessential.

46. *Comment. Revise III.D. as the first sentence states that a hotel is not required, but the last sentence states that at a minimum, a 200 room, full-service hotel shall be built prior to completion of the development. As the completion of the property is undefined, revise "prior to completion" to "prior to the issuance of the Xth occupancy permit for any building" or some other definable time. Provide a definition of "full service hotel".*

Response: Proffer III.D is now Proffer III.E in the updated Proffer statement and commits the Applicant to build at least 200 hotel rooms prior to constructing more than 3.2 million square feet of non-residential uses on the Property. Notwithstanding the foregoing, the hotel of between 200 and 350 rooms can be built in any phase.

47. *Comment. Paragraph V.A.1. states that a minimum of 7.2 acres of open space will be provided within Land Bay A, which is almost the total of open space required for the entire development (7.77 acres), placing approximately ½ an acre in the bulk of the development (the TC portion). The Landbay Tabulation on sheet 7 shows that 1.34 acres will be in Land Bays 7 and 9. In addition, the Landbay Tabulation shows that 6.43 acres of open space will be provided in Land Bay A. Reconcile the discrepancies. As the bulk of the open space is in the PD-OP portion of the development, and that open space may be cut off from access to the entire development if it becomes a secured facility, staff recommends that the PD-OP district line be moved to allow more open space (floodplain and scenic creek valley buffer) to be in the PD-TC portion of the development, and thus more accessible to residents and workers alike.*

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Response: The Landbay Tabulation previously showed only the open space that was required per Comprehensive Plan policy. It has been revised and now shows the provided open space, which is 10.2 acres. The open space previously represented in the "required" column meets the guidelines of Plan policy, with no more than half being located in the stream valley and no more than a quarter being located in buffers. The open space now represented in the "provided" column includes all of the open space, even if it exceeds the specific RGP permitted ratios. It's also important to note that the Town Center portion of the Property is being designed to encourage pedestrian usage with activated streetscapes and wide-inviting sidewalks, which while not technically qualifying as "open space," provide much the same qualities and benefits.

48. *Comment. The Promenade is the "main park and activity center" mentioned in paragraph V.A.1.a. Clarify in the paragraph if the "main park" is the 40,000 sf Town Green. Further, the paragraph states that the Promenade is shown in Land Bays 7 and 8; however, none of the proffered sheets call out an area as the Promenade. If the Promenade is meant to be the "approximate location of Town Green and Civic Uses" highlighted on sheet 6, then correct the proffer as none of it is in Land Bay 8. In addition, the Landbay Tabulation on sheet 7 shows that there will be 0.92 acres of open space and no civic uses in Land Bay 7. The proffer states that 1.0 acre of open space (most of which is the Town Green) will be in Land Bay 7 and 8, but, based on the proffer and CDP conflict, no open space or civic use is in Land Bay 8. Correct the proffer and the Landscape Tabulation on sheet 7 to match.*

Response: Renumbering has shifted this proffer to Proffer V.A.2, which has been refined to clarify that the Promenade is the Property's main activity center that includes a 40,000 square foot Town Green, as well as additional civic or open space. Furthermore, the Promenade nomenclature has been added to Sheet 6 and is now shown to stretch across the northern half of Land Bays 7 and 8. The Landbay Tabulations have been revised to be consistent with the proffer that commits to at least 1 acre of Open Space within Land Bay 7. The additional acre of either open space, civic space or a combination of the two, will be located in either Land Bay 7 or 8, as defined the proffers. The exact location or use has not been determined, making it impractical to include in the Landbay Tabulation. Notwithstanding the above, Keyed Notations B and C allow for the additional open space and civic uses.

49. *Comment. Revise paragraph V.A.1.b. as there is no "portion" of the Promenade in Land Bay 7 as all of it is shown there, based on staff interpretation of sheet 6. Based on the proffer, if a building is constructed in Land Bay 10, but it has no frontage on Road C, then no area of the Promenade is required to be built. Frontage is defined in the Ordinance as the "lot width, measured at the front property line". Staff recommends that the proffer be revised to reclassify when the Promenade will be constructed and open to*

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the public, possibly prior to any zoning permits being issued for buildings within the Core.

Response: The Parks and Open Space proffer has been revised and proffer V.A.1.b is now V.A.2.b. Sheet 6 has been revised to clarify that the Promenade stretches across Land Bays 7 and 8, so the wording of the proffer is now accurate. The timing of the Promenade has been revised and simplified. Now, the proffer requires the Land Bay 7 portion of the Promenade to be built and open to the public prior to the issuance of the first occupancy permit for any building within the specific land bays that are adjacent to Land Bay 7. A similar trigger is established for the Promenade in Land Bay 8. The proffer uses the trigger "adjacent to" rather than "within the Core" to capture the portion of Land Bays 1 and 10 that are outside the Core, but adjacent to Land Bay 7.

50. Comment. Paragraph V.A.1.c. uses the similar term "frontage". Provide more specific triggers. Clarify if it is the intent of the Proffers that no building in the Fringe triggers development of the Promenade. If this is the case, staff recommends a broader trigger so that Fringe businesses and residents have some civic and park areas to enhance their working and living environment.

Response: This proffer has been similarly revised. Please see the Response to Comment 49 above.

51. Comment. Provide a date or timing of when the Promenade must be finalized and fully constructed, for example, prior to any zoning permits being issued for phase III.

Response: A proffer has been added (V.A.2.c) that commits the Promenade to be fully constructed and open to the public prior to the issuance of the 1,200th residential permit or 3.2 million square feet of non-residential development, whichever is first.

52. Comment. Clarify in paragraph V.A.2. which 4 land bays the 17,000 sf of pocket parks will be constructed, reflect that in the CDP Landbay Tabulation, and proffer to comply with Exhibit D, Design Guidelines. In the last sentence remove "activate" with "install picnic tables and benches in at least 2 of the pocket parks, plazas..."

Response: It is too early to determine the exact location of the pocket parks. The proffer commits the Applicant to install pocket parks in four distinct land bays for a total of at least 17,000 square feet; the exact location of which will be determined at time of site plan for individual land bays. As requested, the Applicant has incorporated a greater description as to how the parks will be activated. In respect to the Design Guidelines, we have incorporated specific, measurable commitments into the Proffer statement to provide one document for the County to review for compliance.

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53. *Comment. Paragraph V.B: In general, if the term is defined in the Ordinance, then the use must be permitted or allowed by special exception in the district. For example, an arboretum is a defined term that is not listed in the TC district, and therefore, may not be permitted as a civic use. State in the paragraph that the civic use square footage is in addition to any office and commercial space. Remove the terms "programmed parks such as village greens or plazas" as there is no definition of "programmed parks" and generally speaking, village greens and plazas do not count as civic space. Further, clarify that community meeting rooms will not be that space inside of a hotel. Establish a clearer trigger in the second sentence such as "Prior to the issuance of any building or zoning permit for construction in Phase II (and III)" instead of "Prior to the commencement of Phase II (and III)".*

Response: The proffer has been revised as requested to remove potential civic uses that are not permitted in the PD-TC zoning district and to recognize that civic use square footage is in addition to residential and non-residential uses. The triggers for civic space have been revised to reference the issuance of zoning permits in Phase II and Phase III, as suggested. Meeting rooms in hotels will not count as civic space.

54. *Comment. Currently paragraph V.C., subparagraph C refers to "above "uses" however, no uses are listed in the prior subparagraphs. The subparagraph is also missing the number of permits, presumably building permits.*

Response: The proffer has been revised to commit to the provision of either a courtyard or storage facility in each residential land bay prior to the issuance of the 100th residential occupancy permit and the provision of both prior to the issuance of the 200th residential occupancy permit in each land bay.

55. *Comment. Paragraph V.C.2.a. implies that only one 3,500 sf pool may be constructed for 1,495 residential units that may be constructed in 5 land bays. Clarify that all residential units will have access to the pool, or if more than one pool is constructed, all residents will have access to at least one.*

Response: The proffer has been clarified to commit that all residents will have access to a pool prior to the issuance of the 350th residential occupancy permit.

56. *Comment. Paragraph V.C.2.b.i. states that a "business center" may be part of the 7,500 sf interior amenity provided for residents. Present some elements that define a business center. In addition, subparagraph c does not state the number of residential (permits) that triggers a community room.*

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Response: The proffer has been augmented to identify specific elements of the business center, which will include the provision of broadband or high-speed data connections, computer(s), printer(s) and facsimile machine.

57. *Comment. Remove V.C.2.d. as a health club or fitness facility is not an amenity for residents of the development, but a for-profit, commercial enterprise and which may be counted against commercial square footage unless it is a fitness center, located in a residential building, specifically for use by residents. Allowing residents the "opportunity to join" a commercial fitness club for a fee is not a residential amenity.*

Response: This proffer has been eliminated.

58. *Comment. In paragraph VI.A, second sentence, revise "The Applicant intends to establish an overall, umbrella POA" to "The Applicant shall establish an overall..." and in paragraph C state that the POA design review committee will be established prior to submission of the first site plan or prior to issuance of the first zoning permit to ensure that no building is constructed that does not meet the Design Guidelines.*

Response: The proffer is revised to commit to the establishment of the POA and to require the design review committee to be established prior to submission of the first site plan or three months after the POA is established, whichever is first.

59. *Comment. The road section described in VII.D. is an off-site improvement, therefore, provide some illustration of where this road segment is planned to show its relationship to the proposed development.*

Response: An exhibit showing the on- and off-site transportation improvements has been attached to the proffers.

60. *Comment. With regard to paragraph VII.E., provide a reference map or otherwise illustrate the location of these off-site improvements. Based on maps, there are 2 roads that bear the name of Rock Hill Road, therefore, clarify to which road segment this proffer applies.*

Response: This is clarified in the Transportation Exhibit presented with this submission and attached as an exhibit to the proffers.

61. *Comment. Paragraph VII.E. – The applicant proffers to achieve a reduction of 10% in traffic volume during peak hours, but does not provide the base volume. Provide methods to verify compliance with a 10% reduction or how reporting will be made to the County to verify that the reduction is achieved.*



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Response: The Applicant will employ industry-accepted methods to verify compliance with the 10 percent reduction and report that to the County. Those methods will include implementing a Transportation Demand Management ("TDM") program and employing a Transportation Coordinator who will work directly with OTS on compliance with this proffer. The TDM program will include such elements as dedicating preferred parking spaces for carpool/vanpool, fuel-efficient or car-sharing vehicles; promoting teleworking for on-site employees and residents, conducting surveys of on-site employees and residents to benchmark and measure their commuting patterns; providing information on-site on public transportation and vanpool/carpool services and providing convenient bus shelters and bike storage facilities throughout the development. The Transportation Coordinator will share the results of the surveys and other compliance measures directly with OTS.

62. *Comment. Remove the word "the" from the second sentence in paragraph VII.J. so that it reads "The shuttle bus system shall serve at least three bus shelters described in..."*

Response: The proffer has been revised as requested.

63. *Comment. In paragraph VIII.A.1. remove the 3rd sentence, as sheet 6 does not show separate sidewalk/multi-use trails in the same locations. Any sidewalks/pedestrian pathways shall be constructed of concrete, or like material.*

Response: The proffer has been revised to clarify that sidewalks shall be on both sides of all public and private streets except where a multi-use trail is shown on Sheet 6. A list of potential sidewalk materials, including concrete, has been added to the proffer as requested.

64. *Comment. Paragraph VIII.A.3. proffers to only provide crosswalks within the Core, however, as a pedestrian oriented development, crosswalks should be constructed throughout the development in order to allow employees and residents in the Fringe to safely access the promenade or civic uses central to the development. In addition, Road C and A are foreseen to carry a great deal of vehicles, and pedestrians in Land Bay A and 9 should be allowed safe access to commercial uses to be located in central land bays. Provide crosswalks at various locations in the Fringe.*

Response: The proffer has been revised to commit to crosswalks throughout the Property as shown on Sheet 6.

65. *Comment. Use the same term in paragraph VIII.B.1. as on sheet 6. On- and off-site multi-use trails are assumed to be the referenced bicycle trails. In the 3rd sentence remove "however, that in the event Land Bay A is sold to, or leased by a government*

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agency..." All roads are proposed to be private, therefore mention of public right-of-way is unnecessary. In addition, if the multi-use trail is not in the public ROW or easement, where will it be located? Further, sheet 6 does not show any 10' multi-use trails within Land Bay A, but only a 10' on-site sidewalk along Road C.

Response: As requested, the trails are now referred to as multi-use trails throughout the Proffers and CDP, recognizing that multi-use includes bicycling. The third sentence has been removed, as requested. Innovation Avenue is a public street, with a multi-use trail and therefore one multi-use trail will be located within public right of way. All other multi-use trails will be located within public access easements.

66. Comment. Paragraph VIII.B.2 states that the network of bicycle/multi-use trails will provide connections to and between (c) at least 2 of the 3 planned bus shelters/stops within the Property. Four bus shelters are shown, interior to the development, but no multi-use trail is shown connecting the shelters on sheet 6. Only sidewalks are shown to connect the bus shelters.

Response: Crosswalks have been added to Sheet 6 that connect the multi-use trails to the bus shelters.

67. Comment. Clarify that the locations of the bicycle racks will be shown on the site plan for each location where the rack is located pursuant to paragraph VIII.B.3.

Response: The proffer has been revised as requested.

68. Comment. There is no timing provided in paragraph VIII.C for when the "pedestrian trails of pervious material within Land Bay A" will be constructed. Staff recommends that the trails be shown on the first site plan submitted for Land Bay A and that the trail be completed prior to the issuance of the first occupancy permit for Land Bay A. Further, note 3 on sheet 6 states that "permeable material will be considered for portion of sidewalk and trails." However, this paragraph is specific that all trails within Land Bay A will be of pervious/permeable material. Revise the note to be clear that all trails within Land Bay A shall be pervious.

Response: The proffer has been revised to commit that the trail be constructed prior to the issuance of the first occupancy permit for any building within Land Bay A. Note 3 on sheet 6 has been revised to clarify that permeable materials will be used within the tree conservation areas of Land Bay A, trails outside of that area can be conducted in a similar fashion to the multi-use trails throughout the Property.



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69. *Comment. Add to paragraph IX.A.1, that the "Applicant shall maintain imperviousness for the total site area, included the PD-OP district, of less than 66%..." and when the 66% will be achieved. Clarify the intent of the sentence as it is confusing.*

Response: The proffer has been revised to reference the "Property," which includes both the PD-OP and PD-TC portions. The proffer commits this level of imperviousness to be maintained at all phases of development.

70. *Comment. Clarify how compliance with IX.A.2. will be measured and what benchmark the 50% phosphorous removal rate will be measured against. Determine if compliance can be decided at site plan submission.*

Response: The Proffer has been revised to reference that the phosphorous removal rate will be measured by the Virginia Stormwater Management Handbook and the Loudoun County Facility Standards Manual and that compliance will be determined at time of site plan for any building in Phase III.

71. *Comment. Give a definition of "green roof" in paragraph IX.A.2.i or establish what elements will need to be supplied that will make a roof green in order for staff to conclude that 75,000 sf of green roofs are provided. Provide a final date of compliance.*

Response: The proffer has been revised to include a definition of green roofs and commit that the minimum 75,000 square feet will be provided prior to the issuance of an occupancy permit for more than 3.2 million square feet of non-residential development.

72. *Comment. In paragraph IX.A.2.iii, add that a minimum of 20% of the total of each surface parking lot shall be constructed with pervious materials and such will be demonstrated at site plan for each lot constructed.*

Response: The commitment is that 20 percent of all off-street surface parking lots will be constructed with pervious materials, not that every lot has to contain 20 percent perviousness. The proffer has been revised to demonstrate the commitment with each site plan.

73. *Comment. Paragraph IX.E. states that encroachments into the River and Stream Corridor Resource area (RSCR) are depicted on sheet 4, however, the referenced sheet is Existing Conditions, and no encroachments are shown. The RSCR is not shown on Sheet 4 or any other sheet. Illustrate and label the location of the 50' River and Stream Corridor management buffer on sheet 5 and 6, and revise the proffer to read that there will be no encroachment into the 50' management buffer except as permitted by the policies.*

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Response: The sheet references have been revised to note Sheet 5, the Concept Plan, on which the River and Stream Corridor Resource Boundary has been added. Furthermore, the proffer is revised as further requested to state there will be no encroachment unless permitted per the plan policies, or as shown by Road C.

74. Comment. The applicant responded that "commercially reasonable efforts" is a standard of conduct based on reasonable business practices, however, as it is a proffer, provide some measures or benchmarks that will allow staff to determine if it has been satisfied.

Response: This phrase has been removed from the proffers as requested.

75. Comment. Some uses that are listed in paragraph IX.H are not found in Section 4-1505 of the Ordinance, and the section is written in such a way as to allow things that may not be in compliance with that Section. Remove the paragraph. Uses permitted in the floodplain are found in the Ordinance, and a restatement of the Ordinance is not necessary. If the applicant wishes to "proffer out" specific uses, then those uses that would otherwise be permitted, should be listed as prohibited. A misstatement in the proffers could be misconstrued as a modification if it deviates from the Ordinance.

Response: The uses listed in Proffer IX.H were taken from the Revised General Plan, a direction originally suggested by Comprehensive Planning staff. To eliminate confusion, we will remove this proffer as requested.

COMMUNITY PLANNING (comments dated August 31, 2010)

Outstanding Issues

Land Use

1. Comment: The proposal is not consistent with the intent, recommended land use mix and density envisioned by the Revised General Plan for Business land uses at this location within the Route 28 Tax District. These significant land use issues can only be resolved through the adoption of a plan amendment that changes land development policies for the site. Staff encourages the Applicant to continue participating in the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001). However, reviewing the proposal under policies being considered for the Plan Amendment is premature at this time.

Response: The Applicant acknowledges that the proposed development is not fully consistent with the current provisions of the Revised General Plan, however, the Applicant believes the Property is eminently appropriate for the type of mixed-use,



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transit-oriented development the Applicant proposes with this rezoning. The County's consideration of CPAM 2009-0001 further indicates that the Property is an ideal location for such development. As part of that CPAM, County planning staff has discussed the appropriateness of "Office Center Nodes" within the corridor that would blend together office, residential, retail, civic and restaurant uses in a similar manner as the PD-TC zoning district does. The Applicant supports the County's efforts to develop and implement more appropriate planning policies for this critical area in order to achieve the County's economic development and planning objectives for the corridor and is pleased that the Route 28 CPAM is tracking concurrently with ZMAP 2008-0018. The Applicant respectfully maintains that it's more appropriate to measure the zoning application against a proposed planning designation than one that will be obsolete.

2. *Comment: The proposed Special Exception is not fully in conformance with Plan policies which support up to 1.0 FAR. Staff recommends that the Special Exception plat provide greater detail, including building envelopes and maximum heights of buildings, in order to demonstrate the intensity of development and help the County identify appropriate Conditions of Approval to avoid, minimize or mitigate any potential negative impacts.*

Response: The Applicant has revised the special exception plat to include building envelopes and the maximum height of the premier office buildings within Land Bay A will be 200 feet. In addition, the Applicant's revised proffers and CDP tabulations require a minimum of 450,000 square feet of office uses in Land Bay A and permit a maximum of 1,000,000 square feet of office uses. As noted above, the Applicant supports the County's efforts to develop more appropriate planning policies for this critical area in order to achieve the County's economic development and planning objectives.

Commercial Retail & Services

3. *Comment: To be fully consistent with current Plan policies, the application should reduce the proposed commercial retail and service component to 5% of the total non-residential uses within the project and provide commitments that such uses will be employment supportive. However, should a mixed-use development be approved on the Dulles World Center property, additional commercial retail and service uses may be appropriate in order to serve the proposed residences. Staff notes that the proposed retail component would be consistent with the Plan's vision for mixed-use developments, such as the Town Center or Urban Center policies.*

Staff recommends that Proffer II.F, which limits individual commercial establishments in Land Bays 7 and 8 to 40,000 square feet, be revised to decrease the maximum permitted size. One or two large-scale retail establishment containing 40,000 square

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feet would be inconsistent with the overall vision of The Promenade and Town Green provided in the Design Guidelines, which states the outdoor dining and shops associated with retail uses in the buildings proximate to the Town Green will activate this space. To meet this vision, the Applicant should also commit to providing a variety of smaller retail establishments within these land bays, such as outdoor cafes, coffee shops, ice creams shops, etc. that typically contain 1,000 to 5,000 square feet.

Response: The Applicant appreciates County Staff's acknowledgement of the substantial reduction in the total amount of commercial/retail uses from 673,500 square feet to 400,000 square feet and that the proposed commercial/retail uses are consistent with the Revised General Plan's vision for mixed-use centers described in the Town Center and Urban Center policies. The Applicant maintains that the proposed type and square footage of commercial/retail uses are critical to creating the type of pedestrian-oriented, mixed-use activity the Applicant envisions for the Property. These uses must appeal to residents, visitors, and hotel guests, rather than only office workers, in order to provide a meaningful commercial/retail component to achieve a successful town center.

As previously noted, the Applicant's proffer statement prohibits freestanding retail uses (with the exception of the Promenade area in Land Bays 7 and 8) and also prohibits drive-through retail uses throughout the Property. In addition, the Applicant has revised Proffer II.F to permit one (1) commercial use of up to 40,000 square feet with the remaining commercial uses in Land Bays 7 and 8 being limited to a maximum of 10,000 square feet for each establishment.

Public and Civic Uses

4. *Comment: Given the distance of the PD-OP portion of the property from the proposed Town Center core, staff recommends that the Applicant commit to specific public and civic amenities that are consistent with the Plan's vision for Business Communities (i.e., plazas, public art, entrance features, etc. that is equivalent to 5% of the PD-OP acreage). The provision of public/civic uses within Land Bay A is particularly critical if developed as a secure office campus.*

Response: The employees working in the office buildings in Land Bay A will have convenient access to the Promenade and the civic uses proposed within the PD-TC portion of the Property via the sidewalks shown on the CDP. In the event Land Bay A is developed as a secure office campus, the security will control access to the land bay but not from the land bay to the remainder of the development. Therefore, the employees within Land Bay A will continue to have convenient access to the Property's civic uses.

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5. *Comment: Staff does not support the proposed modification to reduce the civic uses requirement of the PD-TC zoning district from 10% to 5%. Staff recommends the project fully comply PD-TC district requirements for civic uses. While staff can support the provision of civic open spaces such as plazas, public art, entrance features within the proposed office park, the addition of Zoning Ordinance-defined civic uses such as government offices, public meeting halls, libraries, art galleries or museums, post office, churches, etc., as standalone uses or on the ground floor of a multi-floor office or residential building would be both appropriate and beneficial in the proposed PD-TC district given its distance from existing services. The siting of public facilities near transit stations can also act as a catalyst for attracting private investment.*

If such a modification is considered, then staff recommends that it be calculated on the gross acreage of the property, or 2.99 acres of civic/public uses, and Proffer V.B be revised to provide specific commitments for the provision of walled public and civic structures. Such uses should be concentrated within the proposed Town Center core where the greatest pedestrian activity is anticipated, but distributed throughout the zoning district. The Landbay Tabulation Chart on Sheet 7 should be revised to indicate in what land bays civic uses will be provided.

Response: The Applicant has revised the CDP tabulations to require a minimum of 2.99 acres of civic uses for the PD-TC portion of the Property, which represents 5% of the gross acreage of the PD-TC area. The Applicant also has revised Proffer V.B to remove arboretums and programmed parks such as village greens or plazas as potential civic uses, but has maintained sculpture and flower gardens as a potential civic use per discussions with Zoning Administration confirming that such uses can qualify as civic uses. The revised Proffer V.B also notes that other similar uses that the Zoning Administrator deems to be civic uses may satisfy the civic use commitment. The Applicant does not intend to circumvent any Zoning Ordinance requirements and anticipates that Zoning Administration will confirm whether each proposed civic use meets the Zoning Ordinance definition at the permit stage. The Applicant cannot commit to a specific location of civic uses, however, the Applicant anticipates there will be a significant civic use component within the Promenade and/or the Town Center Core.

6. *Comment: Staff also notes that Proffer V.A. states that civic use square footage will be in addition to commercial and office square footage, which would potentially increase the overall development in the PD-TC district to 3,109,788 square feet should public and civic structures be provided. This square footage should be accounted for in the Concept Plan and proffer statement.*

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Response: The Applicant has revised the proffer statement and the CDP to account for the proposed civic uses being in addition to the Office, Commercial, and Hotel square footage proposed for the PD-TC portion of the Property.

7. *Comment: Staff continues to encourage the Applicant to continue participating in the inter-jurisdictional discussions regarding public facilities.*

Response: Comment acknowledged. The Applicant will continue to participate in the inter-jurisdictional discussions regarding road improvements and public facilities.

Parks and Open Space

8. *Comment: Staff recommends that the Landbay Tabulations Chart on Sheet 7 be revised to show that a total of 10.2 acres of open space will be provided, consistent with Proffer V.A.*

Response: The Applicant has revised the CDP tabulations as requested.

9. *Comment: Staff recommends that stronger commitments be developed to ensure that the proposed on-site recreational amenities will satisfy most of the recreational needs of future residents given distance of the site from existing public recreational facilities (athletic fields, community centers, public parks, etc.). A single swimming pool and only 500 square feet of interior amenity space in addition to The Promenade, Town Green, and courtyards will not satisfy the recreational needs of 1,495 residential households, particularly if the natural open space within Land Bay A is not publicly accessible and a private health club or fitness facility is provided.*

Response: The Applicant will provide the recreational amenities noted in the proffer statement, with at least the minimum proffered square footages, although the specific square footages for the swimming pool and the fitness centers may be greater than the minimums and will be driven by market demands. The Applicant has revised Proffer V.A.2.a to state that each swimming pool shall be a minimum of 800 square feet and has eliminated the proffer allowing a private health club to satisfy the fitness center commitment. Further, the Department of Parks, Recreation, and Community Services has determined that the proposed recreational amenities are sufficient to serve the recreational needs of the 1,495 residential households.

10. *Comment: Staff also recommends that the Applicant commit to providing tot lots(s) or playground(s) within the residential land bays, as previously proffered; remove Proffers V.C.2.d and V.C.2.e to ensure that all residents will have access to minimal recreational amenities within the residential buildings given the potential costs associated with joining a private health club or fitness facility; and revise Proffer V.A.2*

be revised to specify the specific land bays where the 17,000 square feet of pocket parks will be provided.

If sufficient on-site recreational facilities are not committed to, it may be appropriate for the Applicant to contribute towards further development existing recreational facilities within the subarea of the project that go beyond the typical capital facilities contribution.

Response: The Applicant has revised Proffer V.C.2 to include a commitment to provide at least 2,500 square feet of tot lot space, in one or more tot lots, so that all residents will have access to at least one tot lot prior to the issuance of the 350th Residential occupancy permit for the Property. As noted above, the Applicant has removed Proffers V.C.2.d and V.C.2.e. The Applicant cannot commit to specific locations for the 17,000 square feet of pocket parks because the locations of such pocket parks will not be known until the completion of the architectural design work for the proposed buildings.

Inter-Jurisdictional Coordination

11. *Comment: Community Planning staff appreciates the Applicant's continued participation in the ongoing inter-jurisdictional process and defers to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) to review the proposed transportation improvements. Additional recommendations pertaining to the inter-jurisdictional process are provided in the relevant sections of this referral.*

Response: Comment acknowledged. As the Applicant has previously noted, the revised Concept Plan includes the realignment of Innovation Avenue to the north to create a grid network of streets that will support the transit-oriented and pedestrian-friendly Dulles World Center development. In addition, the Applicant's revised proffer statement includes a commitment to provide the right-of-way necessary to accommodate a one-half section of the bridge connection over the Dulles Toll Road along the eastern boundary of the property adjacent to the Center for Innovative Technology. The Applicant's proffer statement also includes a commitment to connect Shaw Road to realigned Innovation Avenue. The Applicant looks forward to continued participation in the inter-jurisdictional process to coordinate roadway improvements with Fairfax County and the Town of Herndon.

Phasing and Economic Development

12. *Comment: Staff finds that the economic development commitments in combination with the phasing plan provide sufficient assurances that significant non-residential development will be realized on the site prior to the development of residential uses. Staff, however, recommends that Proffer II.D.2 and Proffer II.E be*

reviewed for clarity to ensure that the Applicant's intent regarding commitments of the heights of office buildings and parking structures is enforceable. For example, the proffers reference office buildings on the property; however, all buildings within Land Bays 9, 10, 11, 12 and 13 are intended to be mixed-use office buildings. Staff also recommends that the Applicant specify how much total non-residential development will be permitted in Phase IB and remove or refine Note F under the Landbay Tabulation Chart on Sheet 7 to provide specific, enforceable commitments regarding minimum and maximum commercial development within individual land bays.

Response: Comment acknowledged. The Applicant appreciates County Staff's confirmation that the proffered phasing plan ensures that significant office development will be realized on the site prior to residential development. The Applicant has revised Proffers II.D.2 and II.E to clarify the commitments for the Office and Office/Commercial buildings with regard to the height of the Residential buildings and the parking structures. Specifically, the Applicant has revised Proffers II.D.2 to state that upon the issuance of the 1,200th residential occupancy permit, the tallest building in Land Bays 1 – 5 shall not exceed the height of the tallest building in Land Bays A, 9, 10, 11, 12, or 13. The Applicant also has revised Proffer II.E to reference only buildings adjacent to the Dulles Toll Road rather than specifically office buildings. The revised proffer states that freestanding parking structures shall not be located adjacent to the Dulles Toll Road and shall not exceed the height of any building (Office or mixed-use Office/Commercial) adjacent to the Dulles Toll Road.

The Applicant has revised Note F and the Landbay Tabulations on Sheet 7 of the CDP to provide enforceable commitments regarding the minimum and maximum commercial development. The revised Note F states that the commercial square footage for each land bay in the PD-TC district may be increased by up to 10% of the maximum shown on the tabulations, provided the overall maximum commercial square footage does not exceed 350,000 square feet.

Residential Buy-out of the Route 28 Tax District

13. *Comment: Staff continues to recommend the Applicant consult with the County's Department of Management & Financial Services to determine an appropriate Route 28 Tax District buy-out payments.*

Response: The Applicant requests confirmation of the Route 28 Tax District buy-out amount from the Department of Management and Financial Services, and will commit to paying a Route 28 Tax District buy-out payment for each residential unit upon the receipt of such confirmation.

Existing Conditions/Sustainable Development



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14. Comment. Staff recommends that the proposed 50-foot River and Stream Corridor Management Buffer be depicted on Sheet 5 of the Concept Plan and clearly show where the allowed encroachments will occur. Alternatively, proffer IX.E could be revised to clarify that the only impacts to the management buffer will be road crossings and pervious surface trails.

Response: The Applicant has revised the Sheet 5 of the CDP to depict the River and Stream Corridor Resources buffer. The Applicant also has revised Proffer IX.E to state that, with the exception of Road C, the Applicant shall preserve the buffer area in its natural state and encroachments into the River and Stream Corridor Resources buffer may occur only as permitted in accordance with Revised General Plan policies.

15. Comment. Staff defers to the Environmental Review Team in the Department of Building and Development to provide a technical review of proposed revisions to the proffer statement and the Sustainable Development plan with regards to existing conditions and sustainable development.

Response: Comment acknowledged. Please refer to the Applicant's responses to the Environmental Review Team's comments on the proffer statement and the Sustainable Development Plan.

Site Design and Layout

16. Comment. The proposed development does not comply with the Plan's vision for a Regional Office Center. Furthermore, although a PD-TC zoning district is requested, the proposal also does not fully comply with the Plan's vision for a Town Center in that the majority of the proposed Core consists mainly of a civic open space as well as lower-density commercial development and there is no stepping down of densities towards the periphery of the development. Staff notes that design standards for the Route 28 Corridor are being prepared in conjunction with the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001) that should, if adopted, be used to guide the physical development of the Dulles World Center property.

Response: As noted above, the Applicant supports CPAM 2009-0001 and the County's efforts to develop more current and appropriate planning policies for the Route 28 Corridor. The Applicant will review and incorporate the CPAM design standards as a guide for the Dulles World Center development upon the County's adoption of the design standards.

17. *Comment. Staff recommends the following preliminary site design and layout revisions:*

- *Revise the proffer statement and/or the Dulles World Center Design Guidelines to provide additional guidance that the site will serve as a signature gateway to Loudoun County. Consideration should be given to the use of iconic buildings, structures, and monuments, significant signage, high-quality landscaping, and/or public art/sculptures that are visible from the gateway crossroads of Route 28 and the Dulles Toll Road as well as lower profile parking;*

Response: The Design Guidelines include a significant section detailing the siting, architecture and design of buildings throughout Dulles World Center. To provide additional detail regarding how these buildings will establish the Property as a signature gateway to Loudoun, the Applicant proposes revising the Design Guidelines to include language describing the look and feel of the signature gateway buildings envisioned in Land Bay A and along the Dulles Toll Road. The Applicant appreciates the comment noting staff's desire for "significant signage" and looks forward to submitting a comprehensive sign plan to achieve such signage. Public art is envisioned to be integrated into Dulles World Center, focused in areas that are designed to become public gathering spaces, so the visitors, employees and residents of the projects can benefit from them, rather than in high-visibility, but less-accessible locations. There already exists a detailed Public Art section in the Design Guidelines and the treatment of structured parking garages is addressed in the proffers. The Applicant looks forward to discussing these aspects of the Design Guidelines with Community Planning Staff in more detail to determine the most appropriate provisions to incorporate in the Design Guidelines to achieve the objective of creating a signature gateway into Loudoun County.

- *Provide a commitment that no surface parking will front on either the Dulles Toll Road or Route 28 unless heavily landscaped and fully screened from view;*

Response: The Applicant has revised Proffer II.G.2 to state require off-street surface parking located along Route 28 and the Dulles Toll Road to be screened with a Type III buffer as defined in Table 5-1414(B) of the Zoning Ordinance.

- *Add section(s) to the Design Guidelines that specifically address the proposed office park adjacent to Route 28 given that it will function as a distinct development within Dulles World Center; the majority of the guidelines appear to promote the mixed-use, pedestrian-oriented environment envisioned within the PD-TC zoning district;*



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Response: A section will be added to the Design Guidelines that specifically addresses the office buildings planned for Land Bay A. As noted above, the Applicant looks forward to discussing these provisions of the Design Guidelines with Community Planning Staff.

- *Add information to the Design Guidelines that specifically addresses commercial and retail space within and adjacent to The Promenade. Such establishments should complement and enhance the community activities planned in this area, for example by providing goods and services that serve resident and employees daily needs and create pedestrian movement such as ice cream shops, coffee establishments, restaurants with outdoor seating, etc.; and*

Response: The Applicant has revised the Proffers to further describe the proposed Commercial uses within Land Bays 7 and 8 and adjacent to the Promenade and will update the Design Guidelines accordingly, if the County is pleased with the new proffer language. This area will include a mix of uses such as coffee shops, ice cream shops, outdoor cafes/restaurants, a book store or small grocery store, and retail uses typically found in walkable urban areas in order to generate pedestrian activity within the Promenade and throughout Dulles World Center generally. In addition, the Applicant has revised Proffer II.F to permit one Commercial establishment of up to 40,000 square feet in Land Bays 7 and 8 with the remaining Commercial establishments being limited to a maximum of 10,000 square feet for each establishment.

- *Remove Note E on Sheet 7, which would allow residential units within Land Bays 1 – 5 to be transferred between land bays, or provide greater parameters regarding the maximum number of units that can be transferred from one land bay to another. Note E would allow residential to be concentrated in a few land bays rather than distributed throughout the northern portion of the property.*

Response: The Applicant has revised the CDP tabulations and notes and the proffers to require a minimum of 200 residential units in each of the residential land bay prior to the issuance of the 1,490th Residential occupancy permit to distribute the residential throughout the northern portion of the Property. (Please note there is a typo on the CDP in respect to this phase. The correct trigger is 1,490 as stated in this document and the proffers.)

18. *Comment. Staff also requests information regarding the Applicant's intent regarding the portion of Land Bay 6 that is outside the natural preservation area and adjacent to Roads A and C. No development is proposed in this area per the Landbay*

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Tabulations Chart on Sheet 7, but this area is located at the western end of The Promenade and near the Town Center Core. This portion of the site appears to be leftover space, but may be appropriate for a public/civic use and/or an active recreation area that will complement and anchor the community activities anticipated in The Promenade.

Response: The Landbay Tabulations chart on Sheet 7 do not contain a maximum square footage of office space for Land Bay 6. The area is not leftover space and could be developed will office uses or civic uses.

Pedestrian and Bicycle Connections

19. *Comment. No commitments have been made regarding the width of sidewalks within the proposed PD-OP zoning district. Staff recommends that Proffer VIII.A be revised as follows: "Sidewalks and pedestrian pathways shall be constructed to a minimum width of ten (10) feet in the PD-OP zoning district and Town Center Core and Town Center Fringe of the PD-TC district with an unobstructed pathway of at least five (5) feet" (staff suggested language underlined).*

Response: The Applicant will provide sidewalks with a minimum width of 5 feet in the PD-OP portion of the Property in accordance with the Facilities Standards Manual.

20. *Comment. Staff further recommends that Proffer VIII.3 include commitments for the provision of crosswalks at all intersections throughout the entire development, not just the PD-TC Core, to ensure that employees and residents in the Fringe will have safe access to the Promenade and civic uses central to the development. Consideration should be given to raised median refuges, curb extensions, overhead lighting, and pedestrian-activated signals or warning lights at intersections.*

Response: The Applicant has revised the CDP to include crosswalks throughout the development as shown on Sheet 6 of the CDP and will consider the use of median refuges, curb extensions, overhead lighting, and pedestrian-activated signals at the time of installation for each crosswalk on an intersection-by-intersection basis.

21. *Comment. Staff also recommends that Proffer VII.D be revised to commit to the provision of a shared use path along Shaw Road in conjunction with its construction.*

Response: The Applicant believes its proffer to construct an extension of Shaw Road to Realigned Innovation Avenue is sufficient and, therefore, the Applicant has not proffered to provide a multi-use trail along Shaw Road.

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22. *Comment. Further discussions with adjacent jurisdictions and the Center for Innovation Technology (CIT) are recommended in order to provide coordinated and consistent multi-modal connections to the Route 28/CIT Metro Station from all developments in this area. Staff notes that the adopted text for the Route 28/CIT Transit Station Area calls for the provision of bike lanes within Fairfax County whereas the Applicant is proposing shared use paths on Innovation Avenue and Road A. In general, the combination of on-street bike lanes and pedestrian-only sidewalks offer the best opportunity to maximize multi-modal transportation options throughout the development, critical given its proximity to the Route 28/CIT Metro Station and Transportation Demand Management (TDM) commitments. If bike lanes are not provided along every street, bicycle travel would likely be impaired within the development and safety issues may arise. The pedestrian Circulation plan on sheet 6 and Proffer VIII.B.2 also need to be reviewed for consistency. For example, Sheet 6 indicates that only sidewalks will connect the bus shelters that will be equipped with bicycle racks. However, Proffer VIII.B.2 commits to a network of bicycle/multi-use trails that will be provided to off-site bicycle/multi-use trail on adjacent properties and the perimeter streets of the property (i.e., realigned Innovation Avenue and Road H) as well as at least two of three planned bus shelter/stops within the property and the Route 28/CIT Metro Station.*

Response: The Applicant's commitment to provide multi-use trails along Road A, Road H, Realigned Innovation, and off-site to the Route 28/CIT Metro Station will provide safe and convenient bicycle access to the Metro station without the need for bicycle lanes on every street. The additional crosswalks shown on Sheet 6 of the CDP will provide connections between the bus shelters and the multi-use trails along Road A and Road H. The Applicant will connect its proposed multi-use trails to multi-use trails on adjacent properties where the owners of such properties provide opportunities for trail connections at the boundaries of the Property.

23. *Comment. Additional inter-jurisdictional coordination is also needed regarding the potential trail alignment in Land Bay A (location, materials, etc.) should this be a publicly accessible trail. The inter-jurisdictional committee has discussed the potential of a regional trail network that would run through Loudoun County's stream corridor and connect to the Resource Protection Areas (RPAs) within Fairfax County. Language should be added to the draft proffer statement stating that if this trail is publicly accessible, then it will connect to the property's northern boundary, that crosswalks will be provided wherever it crosses a roadway, and that the Applicant will coordinate with the Department of Parks, Recreation, and Community Services (PRCS) regarding the location and design of the trail. If a regional trail is achieved, it may also be appropriate to commit to providing a certain number of dedicated parking spaces, wayfinding signage, etc.*

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Response: As previously noted, the Applicant cannot commit to allowing public access to the trail network within Land Bay A due to the intent of creating a secure office campus for government agencies and/or defense contractors. Although the trail network within Land Bay A will be publicly accessible unless the land bay is sold to, or leased by, a government agency and/or defense contractor, such a sale or lease may occur at any time after the approval of the rezoning application. As such, the Applicant cannot provide an off-site connection to the trail network because it would hinder the security of the site. Further, the contemplated regional trail through off-site portions of the stream valley could connect to Road A and the Applicant's proposed trail/sidewalk network for Dulles World Center; however, the stream valley trail must logically end at the Dulles World Center site because of the significant difficulty of crossing Route 28 and/or the Dulles Toll Road and the lack of any preserved stream valley area south and west of the Property.

24. *Comment. Staff defers to the Office of Transportation Services (OTS) to provide specific comments regarding Transportation Demand management (TDM) and the adequate provision of shuttle service to the nearest Metrorail station.*

Response: Comment acknowledged. Please refer to the Applicant's responses to the comments from the Office of Transportation Services.

Unmet Housing Needs

25. *Comment. Staff recommends that Proffer II.A.2 be revised as follows to ensure that all residential units provided to meet the County's unmet housing needs will be consistent with Plan policies:*

- *Reference Unmet Housing needs units rather than Workforce Dwelling Units (WDUs);*
- *Commit to the percentage of unmet Housing needs units that will be provided at specific income tiers, recognizing that the largest segment of unmet housing needs is for incomes below 30% of the AMI and that the maximum household income for all rental Unmet Housing need units should be less than 60% of the Washington Metropolitan AMI;*
- *Remove the provision that would allow all Unmet Housing Needs units to be placed within a single building; and*
- *Provide a monetary contribution to help off-set the additional costs that will be incurred by the County to administer these units.*

Response: The Applicant has committed to provide workforce dwelling units for households earning up to 100% of the Area Median Income in order to expand housing



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opportunities in Loudoun County. This commitment will benefit the County by increasing the opportunities for moderate income households to afford units in a development that likely will have rental and/or for-sale prices well above the average prices for multi-family housing units in the County. Therefore, the Applicant does not believe it is necessary to provide additional "Unmet Housing Needs Units" or to make a monetary contribution for the County to administer the WDUs the Applicant has agreed to provide in the development.

26. *Comment. Staff also requests information regarding the administration of WDUs subject to a federal and state affordable housing program.*

Response: The Applicant included the provision in Proffer II.A.2 to allow the administration of the proffered WDUs under a federal or state affordable housing program (with the exception of the Applicant's proffered income criteria) because the County has not yet established procedures for the administration of proffered housing units that are not ADUs as required by the Zoning Ordinance. There are several potential affordable housing programs that could provide a framework for the administration of the WDUs, and the Applicant simply requests the option to make use of such available programs. Doing so would potentially reduce the "burden" on the County of administering the proffered WDUs.

27. *Comment. Lastly, staff also requests a commitment that a variety of multi-family residential unit types, including sizes and number of bedrooms, will be provided throughout the project to accommodate various needs within the County and that a certain percentage will incorporate housing for special needs populations as well as universal design principles.*

Response: The Applicant has added Proffer II.A.4 to require all Residential builders to offer universal/accessible design elements to prospective purchasers as an option.

Capital Facilities

28. *Comment. Staff recommends that the impacts of the proposed development be fully mitigated. At a minimum, proffer IV should be revised to state that each multi-family unit will provide a one-time capital facilities contribution of \$23,758 unless the project is revised to meet the Unmet Housing comments above.*

Response: As noted above, the Applicant's commitment to providing WDUs within the Property will benefit Loudoun County by expanding housing opportunities for moderate income households in a development that will likely have rental and/or for-sale prices that are well above the average price of multi-family units in Loudoun County.

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Therefore, the Applicant does not believe it is necessary to make additional capital facilities contributions for the proffered WDUs.

Open Space Preservation Program

29. *Comment. Staff recommends that the Applicant provide a substantial open space preservation contribution recognizing that the current market values to purchase open space within the Dulles Community may exceed the contribution range.*

Response: The proposed Dulles World Center development will include substantial open space areas of 10+ acres, including approximately 6 acres within the stream valley and approximately 4 acres of open space outside of the stream valley. Of the total open space outside of the stream valley, a minimum of 1.2 acres will be located in Land Bay A, a minimum of 1.0 acre will be located in Land Bays 7 and 8, and a minimum of 2.0 acres will be located outside of Land Bays A, 7, and 8 in required buffers, pocket parks, plazas, and other informal gathering areas. The Applicant, therefore, will meet the open space needs of Dulles World Center residents without burdening additional open space areas in the Sterling community. As such, the Applicant does not believe it is necessary or appropriate to contribute additionally for the County to acquire open space easements for Dulles World Center residents.

Zoning Ordinance Modifications

30. *Comment. Until the significant, overarching land use issues are resolved, staff cannot support the proposed Zoning Ordinance Modifications (ZMODs) as they would allow the project to develop at greater intensities than planned Business Communities and fewer public/civic uses than within planned Town Centers.*

Response: The Applicant looks forward to the County's continued review and consideration of the Route 28 Corridor CPAM and supports the County's efforts to develop and implement more appropriate planning policies for this critical corridor. The Applicant is hopeful that the future approval of the CPAM will resolve many of the significant, overarching land use issues cited by Community Planning. As previously noted, the Applicant has significantly reduced the number and scope of the proposed Zoning Ordinance modifications since first submitting this rezoning application in an effort to adhere more closely to the PD-TC provisions and to fulfill the County's objectives for Town Center development. The remaining modifications are critical to creating the mixed-use and pedestrian-oriented environment the Applicant envisions for Dulles World Center. The proximity to Metro and the visibility of the Property from Route 28 and the Dulles Toll Road provide opportunities for iconic architecture and a walkable environment that will attract premier office tenants seeking additional housing, restaurant, and retail offerings for their employees. As a result, the site is much more



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likely to achieve its economic development potential and bring tremendous fiscal benefits to the County under the Applicant's proposed rezoning.

PARKS, RECREATION AND COMMUNITY SERVICES (comments dated August 9, 2010)

1. *Comment. This project will potentially add 1,495 multi-family residential units and offers no contribution to public recreation. The Sterling subarea is presently and will continue to experience significant development. Additional development from new rezoning and by-right developments will place recreational facilities in further jeopardy from a capacity perspective. Developers of other subarea residential projects indicate in their applications that the area is supported by existing and planned public facilities, such as Claude Moore Park. However, residents from both by-right and rezoned subdivisions add a significant demand on existing recreation facilities which make it difficult to keep pace with respective service demands. This application along will have an immediate impact on existing public recreational facilities in the area.*

PRCS notes the limitations to residential development within project area, including noise and blasting from the Quarry, noise from Dulles International Airport, noise and traffic congestion from the Dulles Toll Road/Greenway and Route 28, and difficulty in access the site from Innovation Avenue and Rock Hill Road, and questions whether this type of development is appropriate in this location. Per the revised General plan, residential uses are not proposed and/or desired in this location. The site constraints also limit the development of any potential public use site within the development such as a public park.

PRCS notes the Applicant's proposed proffer contributions to the private community recreation needs of the future residents of this application. However, Staff still notes that these onsite amenities will not completely satisfy the recreational needs of the future residents of this project. The proposed onsite amenities will not completely mitigate the potential impact on existing County public recreational facilities. Future residents will require usage of public athletic fields, recreational and community centers, public hiking trails, etc. Therefore, PRCS recommends that the Applicant proffer to further develop existing public recreational facilities within the subarea of the project. Staff recommends earmarking a portion of the cash contribution specifically to a public parks and recreational improvement in the Sterling subarea.

The Applicant should demonstrate to Staff, the Planning Commission, and the Board of Supervisors how the public recreational and leisure needs of these new residents will be met without further taxing the existing public recreational facilities in eastern Loudoun.

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Applicant Response: The Applicant appreciates staff's recognition of the site constraints and acknowledgement that the Applicant has already agreed to provide the full contribution for capital facilities as well as provide significant amenities on site for the residents of Dulles World Center. Since the last submission, the Applicant has strengthened and diversified its commitment to recreational amenities on site and has included a proffer to phase those facilities with the residential construction. Furthermore, the Applicant has reviewed the County's Capital Needs Assessment and spoken with staff regarding park and recreational facilities within the Sterling subarea. Claude Moore Park, which is located proximate to Route 28 in the Sterling subarea, is the County's only recreation center and provides an abundance of passive and active recreational amenities for residents within the same planning area as the Property, according to staff and County records. Therefore, the most pressing need within the Sterling subarea is for a district park of 75 acres and community parks of 30 acres, neither of which could be accommodated within Dulles World Center.

Issue Status: Acknowledged.

Response: Comment appreciated and acknowledged.

2. *Comment. PRCS requests additional detailed information on any potential active recreation uses/amenities to be located within the Promenade (shown in Land Bay G).*

Applicant Response: The land bays have been renamed with this submission and the Promenade is now located in Land Bays 7 and 8. Centered around a minimum 40,000-square-foot town green, the Promenade is designed to be a hub of civic and pedestrian activity at Dulles World Center. In addition to the Town Green, the Promenade will contain an additional acre of land that can either be programmed civic space or open space and additional details of the look and feel of those uses have been included in the proffers and design guidelines.

Issue Status: Resolved.

Response: Comment appreciated and acknowledged.

3. *Comment. PRCS notes that the Proffers and the Design Guidelines state that the Applicant will include private recreational amenities (courtyard areas/pocket parks/plazas, bicycle racks, community room, fitness center, swimming pool, and at least one tot lot. PRCS requests that the conceptual locations and sizes of these proposed amenities be delineated on the Concept Plan and explained in more detail within the Proffers.*



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Applicant Response: *The proffers have been updated as requested to include specific minimum sizes for the private recreational amenities listed above. It is too early to identify locations, even if conceptual, at this point, but the proffers have been revised to commit that all residents at build out will have access to at least one of every listed amenity.*

Issue Status: *Resolved.*

Response: Comment appreciated and acknowledged.

4. *Comment. It appears that the Applicant is proposing to place portions of stream corridor and wetlands within open/civic space/tree conservation area. PRCS requests additional detailed information on any potential passive recreational uses (e.g., trails, etc.) within this open space (Land Bay A). In addition, Staff recommends that the open space have a Resource Management Plan (within the Sustainable Development Plan) that addresses the use, maintenance, target vegetation, wildlife management goals and methods, and other aspects of sustaining a functional and attractive natural, open space area. The management plan should also address how watershed protection is to be applied to ensure a healthy stream, diverse aquatic life, stable stream banks, and vibrant native vegetation. In addition, the management plan may also include opportunities and requirements for stream restoration.*

Applicant Response: *The Applicant has included potential alignments of trails within the open space in Land Bay A. Should Land Bay A be bought or leased by a government contractor or federal agency that requires security setbacks, the trails would be for sole use of the tenants within that land bay. The Applicant has focused its attention on the Sustainable Development Plan to guide its environment initiatives throughout the property and believes an additional Resource Management plan is unnecessary. To that end, the Sustainable Development Plan identifies watershed protection measures, stream restoration principles, etc. Furthermore, the Applicant has replicated specific commitments discussed in the Sustainable Development Plan to the proffers.*

Issue Status: *Acknowledged.*

Response: Comment appreciated and acknowledged.

5. *Comment. In conjunction with Comment 4, please revise proffer V.A.2 to clarify whether the 12.82 acres identified as "open space" includes the Open Space and Tree Preservation Areas delineated on the Concept Plan in Land Bay A.*

Applicant Response: *The Open Space calculation has been clarified on the Concept Plan to show that the Property complies with the 10 percent requirement as specified in*

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the Revised General plan. Additional open space will be provided throughout the Property, including in the stream valley in Land Bay A. However, because no more than half of a Property's required open space can be located in the stream valley, per revised General plan policy, the Applicant has not shown all of the open space that will actually exist in Land Bay A. The Tree Preservation Areas of 0.73 acres are included in the Open Space Easement.

Issue Status: Resolved.

Response: Comment appreciated and acknowledged.

6. *Comment. It appears that the Concept Plan shows potential impacts to stream corridors and/or wetlands, and that the Applicant has secured their proper permits. Staff also notes that Applicant's Sustainable Development Plan states that the wetlands mitigation should not occur onsite due to the potential conflict with birds attracted to the mitigation and airport flight traffic, per USCOE guidelines. However, Staff requests that the mitigation occur within the Broad Run Watershed per Loudoun County policy and not outside of Loudoun County.*

Applicant Response: *As the comment recognizes, the Applicant has already purchased wetland credits to cover the projected impacts. Notwithstanding the above, the Applicant has revised the proffers as requested to prioritize the Broad Run watershed as the preferred geographic location to purchase credits should additional ones be needed.*

Issue Status: Resolved.

Response: Comment appreciated and acknowledged.

Conclusion: PRCS has reviewed the Applicant's responses to the comments above and offers no further objection to the approval of this application.

LOUDOUN COUNTY PUBLIC SCHOOLS (comments dated August 11, 2010)

1. *Comment. The applicant has indicated in the Statement of Justification that the "schools which would serve the Property have sufficient capacity for the proposed development's students." While student capacity may be available at the identified schools [Forest Grove Elementary School, Sterling Middle School, and Park View high School], should the Dulles World Center application be approved it must be noted that the project would not be the only residential development to impact these schools. At present the School Board is poised to move the recently approved Kincora Village Center into the Park View cluster schools as a consequence of capacity issues in the*



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Broad Run cluster. This change, in addition to any potential residential units associated with the Route 28 plan amendment, may have a significant impact on the Sterling schools ability to serve these approved and planned residential developments.

Response: The Applicant understands, as demonstrated by this comment, that cluster boundaries in Loudoun County are fluid and may continue to change at the discretion of the School Board. Should the School Board decide to shift Kincora students from the Park View cluster into the Broad Run cluster, it will not solve the long-term school capacity needs for the residential development anticipated in the Route 28 corridor as a result of the pending CPAM. To mitigate the impacts of the proposed Dulles World Center development, the Applicant has proffered to make per unit capital facility contributions for a total contribution of more than \$33 million.

2. *Comment. The availability of school capacity in the assigned attendance areas of Forest Grove Elementary School, Sterling Middle School, and Park View High School is thus a significant concern when reviewing the Dulles World Center application; school staff has discussed a variety of potential solutions at both the elementary and secondary school levels. Not only do student demographics within existing subdivisions change annually and over time, but other residential rezoning projects in the area which, should they be approved, will also affect the future enrollment and capacity of the aforementioned schools. Should the Dulles World Center application be approved, School staff will approach the School Board to potentially modify the current school attendance zones for the Dulles World Center property in order to assign the future school-age residents to neighboring school attendance areas which will have available student capacity.*

Response: Comment acknowledged.

DEPARTMENT OF BUILDING AND DEVELOPMENT, ZONING DIVISION (Comments dated August 25, 2010)

1. *Comment: In regard to the preamble, in the fourth line of the second paragraph thereof, I suggest that the blank be filled with the actual Special Exception number, SPEX 2010-0008.*

Response: The reference to SPEX 2010-0008 has been updated in the preamble.

2. *Comment: In regard to proffer I., in the fourth line thereof, the applicant has referenced a Concept Development Plan last revised July 19, 2010. However, the CDP that accompanied this referral is last revised July 30, 2010. I suggest that this inconsistency be eliminated.*

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Response: The proffer statement has been updated to reference the most recent revision date for the CDP, which is now September 16, 2010.

3. *Comment: In regard to proffer II.A.1., I note that the applicant has indicated the intent to construct multi-family dwellings in this development. Recently, we have had several developers seek to construct what are essentially townhouses and have them qualify as multi-family units. I suggest that the applicant provide some greater detail on the type of units they intend to construct in order to ensure that townhouses are not proposed in the future.*

Response: The revised proffer statement includes a definition for the 1,495 residential units as multi-family dwelling units developed in mid-rise and/or high-rise buildings. The Applicant does not propose any townhouses and the revised proffer precludes the development of townhouses within the Property.

4. *Comment: In further regarding to proffer II.A.1., I note that the applicant states that the residential development on the site shall be "as further described on Sheet 7 of the CDP". Sheet 7 provides a maximum number of residential units per land bay, but then also includes a note indicating that such units may be shifted among the land bays, thus rendering the tabulation figures meaningless. I suggest that minimum and maximum numbers per land bay be specified.*

Response: The Applicant has removed the reference to residential units "as further described on Sheet 7 of the CDP" from Proffer II.A.1, and has revised the CDP tabulations and notes to require a minimum of 200 residential units in each of the residential land bays (Land Bays 1 – 5) prior to the issuance of the 1,490th residential occupancy permit for the Property.

5. *Comment: In further regarding to proffer II.A.1., in the last sentence thereof, the applicant has indicated that at full build out the multi-family units shall have an average size of "up to 900 square feet". I do not see how this particular proffer is to be monitored to ensure compliance, or even what will eventually constitute "full build out". I suggest that either this provision be deleted or a meaningful mechanism for monitoring the average size of the units be proposed for consideration.*

Response: The revised proffer statement requires the residential development to have an average unit size of no more than 900 square feet per unit at the time of the issuance of the 1,200th residential occupancy permit for the Property, and at all times thereafter, to ensure the development includes the appropriate size and type of residential units for a mixed-use, transit-oriented community with a desirable balance of residential and non-residential uses.



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6. *Comment: In regard to proffer II.A.2., and the applicant's proposal to provide "Workforce Dwelling Units", in the first line of the third paragraph thereunder, I note that the applicant describes the WDU's as being "administered" either in accord with most of the provisions of the County's Affordable Dwelling Unit Program or "subject to a federal or state affordable housing program". I suggest that the small "(a)" in the first line be moved so as to follow the word "be", as the federal or state program is really an alternative to providing WDU's administered under the County's ADU Program. I also suggest that the applicant indicate a timing provision for deciding which program they intend to use.*

Response: The Applicant has revised Proffer II.A.2 as requested and the proffer requires the Applicant to decide the manner in which the WDUs shall be administered prior to the issuance of the first occupancy permit for any WDUs within the Property.

7. *Comment: In further regard to proffer II.A.2., in the next to last line of the third paragraph thereof, the reference to "this paragraph II.A.3" needs to be changed to "this paragraph II.A.2".*

Response: The proffer has been revised as requested.

8. *Comment: In regard to proffer II.A.3., in the first line thereof, I note that the applicant has proposed to "offer appliances" certified by Energystar. I fail to understand the purpose of this proffer. If the applicant intends to install Energystar rated appliance, then they should state the intent to install such appliances. Offering them to prospective buyers provides nothing in the way of assurances that such appliances will be used. I also suggest that a meaningful way of monitoring this proffer be proposed.*

Response: The Applicant has revised Proffer II.A.3 to require all residential builders to install ENERGYSTAR-qualified refrigerators, dish washers, and clothes washers and to demonstrate compliance with this proffered commitment by noting the requirement on each site plan containing Residential units.

9. *Comment: In regard to proffer II.B.3., I note that the applicant has indicated that up to 350,000 square feet of commercial uses may be located in the PD-TC portion of the development. I also note that the CDP includes minimums and maximums for commercial uses in the various land bays, but also includes a note F that indicates that the commercial density listed for each land bay may transfer within the various PD-TC land bays. This leaves the minimums and maximums in the tabulations to be of questionable value. I suggest that the applicant clarify whether any of the minimums listed have to be met, or whether the tabulations should more realistically be left blank.*

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Response: The Applicant has revised the Landbay Tabulations and Note F on Sheet 7 of the CDP to show the minimum and maximum amount of commercial square footage for each land bay. The Applicant has removed the ability to transfer commercial square footage among land bays and instead has revised Note F to allow up to a 10% increase of the commercial square footage of land bays within the PD-TC portion of the Property, provided the commercial square footage does not exceed the overall maximum of 350,000 square feet.

10. *Comment: In regard to proffer II.C., wherein the applicant indicates that hotel use shall be restricted to "Land Bays 10, 11, 12 and 13 adjacent to Road C", I see a problem in that Land Bay 13 is at a T-intersection with Road C. I suggest that consideration be given to revising this proffer to limit hotel use to the Town Core portion of Land Bays 10, 11, 12 and 13.*

Response: Proffer II.C has been revised to clarify that hotel use is permitted in Land Bays 10, 11, 12, or 13 adjacent to Road C and/or within the Town Center Core. This revision to the proffer is intended to clarify that the hotel may be located either within the Town Center Core or within the portions of Land Bays 10, 11, and 12 that are adjacent to Road C but not entirely within the Core. The Applicant cannot limit the hotel use to the Town Core portions of Land Bays 10, 11, 12, and 13 because the area within the Town Core fronting on Road C within those land bays may not be large enough to accommodate a full-service hotel (meaning that some portion of the hotel may need to be within the Town Center Fringe).

11. *Comment: In further regard to proffer II.C., concerning the hotel use, I note that while the applicant has indicated that hotel use may occur in Land Bays 10, 11, 12 or 13, Note 1 on Sheet 7 of the CDP indicated that "A hotel may be located in one of Land Bays 10, 11, 13, or 13". I suggest that the applicant clarify whether their intent is to limit hotel use to just one hotel regardless of whether the hotel is the minimum 200,000 square feet or the maximum 350,000 square feet.*

Response: The Applicant has revised Proffer II.C to state that one (1) hotel will be provided in Land Bay 10, 11, 12, or 13 and has revised Note A on Sheet 7 of the CDP accordingly.

12. *Comment: In regard to proffer II.D.1., in the third line thereof, I suggest that the phrase "and such land bays" be changed to "each such land bay". I also note that the proffer states that each land bay shall contain at least 150,000 square feet of office use. However, this does not conform with the tabulations on the CDP which shows Land Bay A as having a minimum 450,000 square feet of office use, and Land Bay 9, which states that there shall be at least 228,050 square feet of office use, and Land Bay 10 which*

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states that there shall be at least 214,750 square feet of office use. I suggest that these inconsistencies be eliminated.

Response: The Applicant has revised the proffer statement and the CDP to reflect that Land Bays 9, 10, 11, 12, and 13 shall each have a minimum of 150,000 square feet of office and Land Bay A will have a minimum of 450,000 square feet of office.

13. *Comment: In further regard to proffer II.D.1., in the last sentence thereof, the applicant states that the office buildings within Land Bay A may also include "accessory uses" on the ground floor. It is not clear what the applicant intended to mean by this phrase, but it appears to mean that they intend to limit themselves to the uses as identified in Section 4-303(F) and to such uses occupying no more than 20% of the floor area of any such office building, and that such floor area will only be located on the ground floor. If any other meaning is intended, then I suggest that this be clarified. I also note that the tabulations on Sheet 7 indicated that up to 50,000 square feet of commercial uses are to be allowed in Land Bay A. I suggest that it be clarified as to whether the applicant intends for these "accessory uses" to be what constitutes this permitted commercial uses in Land Bay A. Additionally, I note that the CDP includes a tabulation indication that there will be between 450,000 and 1,000,000 square feet of office in this land bay. It is not clear if the applicant intends for this square footage to be only office use, or whether this is intended to mean PD-OP uses, other than the accessory uses. Another possible interpretation is that the applicant intended to refer to the other uses listed in the PD-OP use list as the 50,000 square feet of accessory uses. I suggest that that applicant's intent be clarified.*

Response: The Applicant has revised the last sentence of Proffer II.D.1 to clarify that there may be up to 50,000 square feet of Commercial uses, which are defined in the proffer statement as any use permitted by-right or pursuant to an approved special exception in the applicable zoning district (PD-OP for Land Bay A). The tabulation on Sheet 7 of the CDP showing between 450,000 and 1,000,000 square feet of Office uses in Land Bay A is limited to Office uses, as stated in Proffer II.B.2, with the exception of the ability to convert a maximum of 50,000 square feet of this Office space to permitted Commercial uses.

14. *Comment: In regard to proffer II.D.2., I note that the applicant has stated that "at full build-out" the tallest residential building on the Property shall not exceed the building height of the tallest Office Building on the Property". It is not clear how this proffer can be enforced over the course of development, nor is it clear what "full build out" is intended to mean. Unless the applicant uses every last square foot approved with this development, which does not always happen, then there may be some potential for further build out. I suggest that this proffer would be easier to administer if a maximum height for residential buildings and a minimum height for office buildings were specified.*

Response: The Applicant has revised Proffer II.D.2 to state that upon the issuance of the 1,200th residential occupancy permit, the tallest building in Land Bays 1 – 5 shall not exceed the height of the tallest building in Land Bays A, 9, 10, 11, 12, and 13.

15. *Comment: In regard to proffer II.E., concerning parking structures, I note that the applicant indicates that freestanding parking structures shall not exceed seven stories in height, shall not front on the Dulles Toll Road and shall not exceed the height of any office building located along the Dulles Toll Road. In order for this proffer to be enforceable, I suggest that the applicant specify on the CDP that area along the Dulles Toll Road where this restriction is intended to apply, as technically, none of the buildings are likely to "front" on the Toll Road. I also suggest that the minimum height for office buildings in the Dulles Toll Road area be specified, and that such minimum height should exceed the maximum height for parking structures. Such changes will help make this proffer more meaningful and enforceable. I also suggest that it be clarified whether the applicant intends for this proffer to apply to buildings which contain a mix of uses, and are not exclusively "office" buildings.*

Response: The Applicant intends Proffer II.E to apply to Office and Office/Commercial buildings and has revised the proffer to reference only buildings adjacent to the Dulles Toll Road rather than specifically Office buildings. In addition, the revised proffer states that freestanding parking structures shall not be located adjacent to the Dulles Toll Road and shall not exceed the height of any building (Office or mixed-use Office/Commercial) adjacent to the Dulles Toll Road.

16. *Comment: In further regard to proffer II.E., I note that the applicant states the intent to treat parking structures with individual design elements, and then lists types of design elements that "may" be used. I suggest that the word "may" be changed to "shall" so that the County can be assured that the applicant shall include at least one of the listed design elements.*

Response: The Applicant has revised Proffer II.E to state that parking structures shall be treated with individual design elements such as false fenestration, glass, colored or stamped concrete panels, vegetation, or any combination thereof, or architectural treatment for the purpose of masking the parking structure and incorporating its exterior architectural design with that of surrounding buildings. This proffer will require the Applicant to treat the parking garages with at least one of the listed items or a similar architectural or green-screening treatment.

17. *Comment: In regard to proffer II.G.3., I note that the applicant has indicated that "at full build-out" at least 60% of the required parking spaces shall be provided within parking structures. I am uncertain what level of development shall constitute "full build-*

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out". I suggest that this standard be met at an earlier point in time, such as with the first zoning permit in Phase III, and that this percentage be maintained thereafter.

Response: The revised Proffer II.G.3 requires the Applicant to provide at least 60 percent of the required parking as structured parking upon the issuance of zoning permits for more than 3,200,000 square feet of non-residential uses and at all times thereafter.

18. Comment: In regard to proffer II.H.1., in the fourth line thereof, the applicant references "Proffer VI.A." I suggest that this be changed to "Proffer VI." As the requires for the Property Owners Association are located in the various provisions of proffer VI. and not just proffer VI.A.

Response: Proffer II.H.1 has been revised as requested.

19. Comment: In further regarding to proffer II.H.1., in the fifth line thereof, the applicant references "Realigned Innovation Avenue". However, there is nothing on the CDP identified as "Realigned Innovation Avenue". I suggest that this inconsistency be eliminated. I also suggest that it be clarified that Realigned Innovation Avenue is to be a public road.

Response: The Applicant has revised the CDP to label Realigned Innovation Avenue and identify it as a public road, and has revised Proffer II.H.1 to state that Realigned Innovation Avenue shall be a public road.

20. Comment: In regard to proffer II.H.2., concerning the mid-block breaks. I note that one such break could be a "seating area". I suggest that it be clarified that this is intended to be more than simply placing a bench on the sidewalk.

Response: The Applicant has revised Proffer II.H.2 to include a "hardscape seating area set back from the sidewalk with multiple benches or other street furniture" as one of the options for mid-block pedestrian breaks.

21. Comment: In regard to proffer II.I.1., I note that the applicant has indicated the intent to design the dumpsters and loading docks to be oriented away from roads and residential uses or shall be screened to the extent possible. Section 4-808(P) requires that areas for the collection of refuse and loading areas be screened, and not merely to the extent possible. I suggest that this proffer be amended accordingly.

Response: The proffer has been revised to remove the phrase "to the extent possible" and to reference the screening requirements of Section 4-808(P) of the Zoning Ordinance.

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22. *Comment: In regard to proffer II.1.2., in the first line thereof, I suggest that the word "visible" be deleted, so as to ensure that all rooftop mechanical units are screened. Additionally, in the third line of the proffer, I suggest that the phrase "be used to" be inserted following the word "also".*

Response: The proffer has been revised as requested.

23. *Comment: In regard to proffer III.A., I note that the only distinction I can discern between Phase IA and Phase IB is that Phase IB triggers the requirement to fund and construct the Route 28/Innovation Interchange. However, it is not clear whether the trigger for Phase IB is the full 1,131,400 square feet or whether it is exceed the 1,024,436 square feet of the office component. I suggest that the applicant's intent be clarified.*

Response: The phasing plan in the proffers has been clarified as requested.

24. *Comment: In regard to proffer II.A.1. and proffer II.A.2., I note that a total of 1,131,400 square feet of Non-residential uses shall constitute phase IA with up to 106,964 square feet of what is being allowed to be Commercial uses. However, there is nothing that requires any Commercial uses to be developed in Phase IA, or in Phase IB, and the entirety of these two subphases could be Office. If the intent is to ensure a balance between Office and Commercial, then I suggest that a minimum amount of Commercial be required at some point of the two subphases.*

Response: The Applicant's intent in the phasing plan is to ensure a balanced development of Residential and Non-Residential uses during the build out of the proposed Dulles World Center while ensuring that Office is developed and maintained as the predominant use on the Property. In order to achieve this objective, the Applicant proposes significant Office development in Phases IA and IB that may, or may not, include additional Commercial uses.

25. *Comment: In regard to proffer III.A.3., I note that a pre-condition to the start of Phase II is the extension of Metrorail service to the Route 28/CIT Metro Station. Assuming that this is the correct name for the station, I interpret this statement to mean that Metro has been constructed and is open for use. If any other meaning is intended. I suggest that this be clarified.*

Response: Comment acknowledged. The intent of the condition in Proffer III.A.3 is that the Applicant cannot proceed to the occupancy of any buildings in Phase II of the development until Metrorail service is provided and open for use at the Route 28/CIT Metro Station, as such station is currently called.



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26. *Comment: In further regard to proffer III.A.3., I suggest that the applicant clarify what they consider to be the trigger for the "commencement" of phase II. This comment is applicable throughout the proffers wherever that applicant refers to the commencement of a phase.*

Response: The Applicant has revised the proffer statement to replace the trigger of the "commencement" of a particular phase of development with the phrase "prior to the issuance of the first occupancy permit" or "prior to the issuance of the first zoning permit" for a particular phase of development. This change applies to Proffer III.A.3 and throughout the Proffer Statement.

27. *Comment: In regard to proffer II.D., I note that the applicant has indicated that they shall be permitted, "but not be required", to receive zoning permits for up to 350,000 square feet of hotel uses. In the next sentence the applicant states the minimum amount of hotel square footage they commit to construct. These sound like conflicting statements, and I suggest that the phrase "but not be required" be deleted.*

Response: Proffer II.D has been revised as requested.

28. *Comment: In further regard to proffer II.D., I note that the applicant makes it clear that they do not intend to tie hotel use to any phase of development, and also states that at a minimum the applicant shall obtain zoning permits for at least 200,000 square feet of hotel use "prior to completion of the proposed development of the Property". This leaves it open as to whether a Hotel will ever be built or not, as the applicant can leave it to the very end and never build it, in which case the applicant would not have reached completion of proposed development on the Property. I suggest that the timing for the construction of the hotel use be moved forward, perhaps to be prior to the issuance of the first zoning permit for Phase III.*

Response: The Applicant has revised Proffer III.D to require construction of the hotel prior to the issuance of zoning permits for more than 3,200,000 square feet of Non-Residential uses.

29. *Comment: In regard to proffer IV.A., in the third line thereof, I suggest that the phrase "ADUs or WDUs" be changed to "ADU and/or WDUs".*

Response: Proffer IV.A has been revised as requested.

30. *Comment: In regard to proffer V.A.1., in the first line thereof, I note that the applicant has indicated the intent to provide 7.2 acres of open space within Land Bay A. However, the tabulations on Sheet 7 show open space in Land Bay A as being 6.43*

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acres. I suggest that this inconsistency be eliminated. I also note that the tabulations show a total of 7.7 acres of open space for the Property. If 7.2 acres is to be in Land Bay A, then that only leaves a half an acre through the rest of the development, instead of the 1.34 listed in the tabulations. I suggest that this inconsistency also be eliminated.

Response: The Applicant has revised the tabulations on Sheet 7 of the CDP to be consistent with the amount of open space to be provided pursuant to Proffer V.A, which is a minimum of 10.2 acres.

31. Comment: In further regard to proffer V.A.1., in the sixth line thereof, I suggest that the phrase "the Applicant may limit" be deleted. I also suggest that in the seventh line of the proffer, the phrase "may be limited" be inserted prior to the phrase "to use by only".

Response: Proffer V.A.1 has been revised as requested.

32. Comment: In regard to proffer V.A.1.a., I note that the applicant states that the main park and activity center shall be "The Promenade and show in Land Bays 7 and 8". There is nothing on the CDP labeled as "the Promenade". There is an area in Land Bay 7 shown as "Town Green and Civic Uses". I suggest that the applicant clarify whether these are intended to be the same thing. I also suggest that if these are intended to be the same thing then it should be clarified why Land Bay 8 is referenced in this proffer, but is not shown on the CDP as having the "Promenade" or "Town Green and Civic Uses".

Response: The Promenade is the area within Land Bays 7 and 8, as shown on the revised CDP, where the Applicant may provide parks, plazas, and other informal gathering areas, the Town Green, and potentially civic uses. The Promenade refers to the area shown on Sheet 6 of the CDP, which will include the Town Green in Land Bay 7, but is larger than just the Town Green area. The Promenade will be adjacent to the restaurants and retail stores in Land Bays 7 and 8, and will serve as the development's main activity center.

33. Comment: In further regard to proffer V.A.1.a., in the second line thereof, the applicant states that the Promenade shall include a minimum of one acre of open space. However, the Sheet 7 of the CDP states that Land Bay 7 shall have .92 acres of open space and there is no open space designated in the tabulations for Land Bay 8. I suggest that this inconsistency be eliminated.

Response: The Applicant has revised the open space tabulation and notes on Sheet 7 of the CDP to be consistent with the open space commitments in Proffer V.A. The



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Promenade will be in Land Bays 7 and 8 and will have a minimum of 1.0 acre of open space.

34. *Comment: In regard to proffer V.A.1.b., I note that the applicant has indicated that the portion of the Promenade within Land Bay 7 shall be open prior to issuance of the first occupancy permit for any building adjacent to Land Bay 7, in Land Bay 1, 2, 10 or 11 with frontage on Road B or Road C. This excludes Land Bay 6, even though it is adjacent to Land Bay 7. I note that this also excludes any buildings in Land Bays 7 or 8 and suggest that these two land bays should be triggers for the opening of the Promenade. I also suggest that consideration be given to making the trigger for opening this portion of the Promenade be the first occupancy permit for any building in the Town Core, or any building in Land Bays 1, 2, 7, 8, 10 or 11 within the Town Core, rather than any building adjacent to Land Bay 7.*

Response: The Applicant has revised Proffer V.A.2.a to require the portion of the Promenade within Land Bay 7 to be completed and open to the public prior to the issuance of the first occupancy permit for any building in Land Bay 1, 2, 7, 10, or 11 within the Town Center Core.

35. *Comment: In regard to proffer V.A.1.c., I note that the applicant has stated the intent to construct and open the portion of the Promenade in Land Bay 8 prior to the issuance of the first occupancy permit for any building adjacent to Land Bay 8, specifically a building in Land Bay 3 or 4 with frontage on Road B, a building in Land Bay 12 with frontage on Road C or a building in Land Bay 13 with frontage between Road B and Road C. I again note that there does not appear to be any portion of the Promenade shown on Land Bay 8 on the CDP. I suggest that this inconsistency be eliminated. I also suggest that consideration be made of tying the trigger for this portion of the Promenade to the occupancy permit for the first building in any of Land Bays 3, 4, 7, 8, 12 or 13 within the Town Core.*

Response: As noted above, a portion of the Promenade will be located in Land Bay 8. The Applicant has revised Proffer V.A.2.b to require the portion of the Promenade within Land Bay 8 to be completed and open to the public prior to the issuance of the first occupancy permit for any building in Land Bay 3, 4, 8, 12, or 13 within the Town Center Core.

36. *Comment: In regard to proffer V.A.2., I note that the applicant states that the applicant shall provide 17,000 square feet of pocket parks spread across four land bays, but does not identify the land bays. This will make it impossible to track the fulfillment of this proffer. I suggest that the four land bays be identified.*

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Response: The Applicant cannot commit to specific locations for the 17,000 square feet of pocket parks because the locations of such pocket parks will not be known until the completion of the architectural design work for the proposed buildings, however, the fulfillment of this proffer can be tracked with each site plan for the Property.

37. *Comment: In further regard to proffer V.A.2., in the sixth line thereof, I suggest that the word "activate" be changed to "provide".*

Response: The Applicant has revised Proffer V.A.3 to state that the Applicant shall install picnic tables and benches in at least two (2) of the pocket parks, plazas, and informal gathering areas.

38. *Comment: In regard to proffer V.B., concerning civic uses, I note that the applicant's list of civic uses includes some items that are not included in the list of those uses considered to be civic uses. For example, the applicant identifies "programmed parks such as village greens or plazas" as a civic use. This is a required element of the PD-TC district and is not considered a civic use. I suggest that the list identified in this proffer be pared to match to the list found in the County's Zoning Ordinance.*

Response: The Applicant has revised Proffer V.B to remove arboretums and programmed parks such as village greens or plazas from the list of permitted civic uses. The list of civic uses identified in the proffer statement has been coordinated with Zoning Administration to be consistent with the Zoning Ordinance.

39. *Comment: In regard to proffer V.C.1.a., I note that the applicant proposes to provide 500 square feet of "courtyard space" per Residential land bay. It is not clear whether this is intended to be considered as open space, as specified in proffer V.A.2., or is addition to the open space to be provided pursuant to that proffer. I suggest that this be clarified.*

Response: The courtyard space referenced in Proffer V.C.1.a is not intended to be considered as open space for purposes of Proffer V.A.2 and such courtyard spaces will be provided in addition to the proffered open space areas.

40. *Comment: In regard to proffer V.C.1.b., I note that the applicant intends to provide a minimum of 1,000 square feet of storage facilities per Residential land bay, including bicycle racks "as described in Proffer VIII.B.4." There is no proffer VIII.B.4. I believe the applicant intended to refer to proffer VIII.B.3., and if so, I suggest that this reference be so changed. I also question how the storage facilities are supposed to work. If a minimum of 1,000 square feet of storage is provided and there are 350, or more, dwelling units within the land bay, then there is less than 3 square feet of storage*



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per unit. I suggest that the purpose of this proffer be clarified and that meaningful storage facilities be provided.

Response: The Applicant has revised the bicycle rack reference to state Proffer VIII.B.3. The Applicant will provide meaningful storage facilities, but such facilities will not necessarily be available to all residents. For example, the Applicant could provide forty 5' x 5' storage units within a residential building and make these storage units available with certain residential units or available to all residents on a first-come, first-served basis.

41. Comment: In regard to proffer V.C.1.c., in the first and third lines thereof, I suggest that the word "uses" be changed to "amenities/facilities". I note that the applicant intends to tie the provision of the amenities/facilities to the issuance of a certain number of "Residential permits". I assume that this is intended to mean "residential zoning permits", but I suggest that this be clarified. I also question why the provision of these amenities is being tied to the issuance of permits inasmuch as it appears that the various Residential land bays are to be occupied by multi-story apartment/condominium buildings. If this is the case, the storage and courtyard will need to be designed into the site plan and constructed as part of the building. I suggest that this be clarified.

Response: The Applicant has revised Proffer V.C.1.c to reference amenities/facilities rather than uses. In addition, the revised proffer requires the Applicant to provide at least one of the amenities (the storage facilities or the courtyard space) prior to the issuance of the 100th Residential occupancy permit for each land bay and to provide both amenities prior to the issuance of the 200th Residential occupancy permit for each land bay.

42. Comment: In regard to proffer V.C.2.a., concerning the provision of 3,500 square feet of swimming pools, I note that there is no timing mechanism for the provision of the pool. I suggest that this be addressed. I also suggest that the minimum size of any pool be specified.

Response: The Applicant has revised Proffer V.C.2.a to include a timing mechanism stating that all residents shall have access to at least one swimming pool prior to the issuance of the 350th Residential occupancy permit for the Property and at all times thereafter. The proffer further states that each swimming pool shall be a minimum of 800 square feet.

43. Comment: In regard to proffer V.C.2.b., it is not clear what the applicant intends to provide in terms of amenity space for the benefit of the residents. The applicant identifies four items that "may" be provides, but does not commit to providing any of

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them. I suggest that the applicant's intent be better stated. I also suggest that the applicant clarify what a "business center" is. I also suggest that consideration be given to providing each Residential land bay with an amenity.

Response: The Applicant has revised Proffer V.C.2.c and V.C.2.d to state that a business center would have broadband or high-speed data connections, computers, printer, and a facsimile machine. The proffer includes a commitment to provide at least one fitness center and at least one community room prior to the issuance of the 350th Residential occupancy permit for the Property. The proffer provides flexibility to allow the Applicant to respond to market demand for the specific types and sizes of Residential amenities.

44. Comment. In regard to proffer V.C.2.c., I suggest that the applicant clarify this timing provision by clearly stating that prior to the issuance of the zoning permit for a certain number of residential units the applicant shall construct at least one Community/Entertainment room and one Fitness Center.

Response: The Applicant has revised Proffer V.C.2.d to clarify that all residents shall have access to at least one community room and at least one fitness center prior to the issuance of the 350th Residential occupancy permit for the Property and at all times thereafter.

45. Comment. In regard to proffer V.C.2.d., I note that the applicant has indicated that if a commercial health club is constructed on the Property, then they shall not have to provide any of the 7,500 square feet of amenities proffered in proffer V.C.2.b. I recommend that this be deleted. A membership in a commercial health club, which must be purchased by the individual resident, is not the equivalent of on-site amenities. I suggest that this provision be deleted.

Response: The proffer statement has been revised as requested.

46. Comment. In regard to proffer V.C.2.e., I note that the applicant has indicated that if a commercial health club is opened on the Property, which includes a swimming pool, then the applicant shall not have to provide the pool(s) proffered by the applicant in proffer V.C.2.a. Again, I do not see how requiring a resident to purchase a membership to a commercial health club to access a swimming pool is the equivalent to providing an on-site pool as an amenity. I suggest that this provision be deleted.

Response: The Applicant has removed this provision from the proffer statement.

47. Comment. In regard to proffer VI.A., in the third line thereof, I suggest that the phrase "intends to" be changed to "shall". I also suggest that it be clarified that the

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umbrella POA shall ultimately be responsible for the matters identified in this proffer, even if delegated to a sub-association. Additionally, in the last line of the proffer, I suggest that the term "Virginia Department of Transportation" be used prior to the use of the acronym "VDOT".

Response: The Applicant has revised Proffer VI.A to change "intends to" establish to "shall" establish an overall umbrella POA and has strengthened the responsibility of the POA for the sub-associations' compliance with the proffers by stating that the POA shall have the responsibility for maintenance or shall contractually assign responsibility to one or more sub-associations to provide the required maintenance. For numerous insurance and liability reasons, the umbrella POA cannot continue to be responsible for the actions of all sub-associations without additional and unnecessary administrative burdens and expenses. The umbrella POA will retain responsibility for compliance with the proffers unless and until it contractually assigns or delegates its responsibilities to a sub-association or sub-associations. The acronym VDOT follows the first reference to the Virginia Department of Transportation in Proffer II.H.

48. Comment. In regard to proffer VI.C., in the third line thereof, I suggest that the phrase "Design Guidelines Policies" be changed to "Design Guidelines" and that the phrase be in quotes to make it clear it is the title of Exhibit D. I also suggest that the phrase "Exhibit D" be placed on the cover of the Design Guidelines.

Response: The Applicant has revised Proffer VI.C and Exhibit D as requested.

49. Comment. In further regard to proffer VI.C., in the sixth line thereof, I note that the applicant has specifically referenced "the Dulles District Supervisor. Inasmuch as re-districting is to occur in the near future, I suggest that changing this reference to be "the district supervisor in whose district the property lies", be considered.

Response: Proffer VI.C has been revised as requested.

50. Comment. In regard to proffer VI.D.1., in the first line thereof, I suggest that the phrase "the POA covenants shall require the Applicant or the POA to provide" be changed to read "The Applicant shall provide within the POA covenants".

Response: The Applicant has revised Proffer VI.D.1 to state that the "POA covenants shall include a written disclosure statement regarding . . . to all prospective purchasers".

51. Comment. In regard to proffer VI.D.2., in the first line thereof, I suggest that the phrase "The POA covenants shall require the Applicant or the POA to provide" be changed to "The Applicant shall provide within the POA covenants".

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Response: The Applicant has revised Proffer VI.D.2 to state that the "POA covenants shall include a written disclosure statement regarding . . . to all prospective purchasers".

52. *Comment. In regard to proffer VII.A.1., in the first line thereof, I suggest that the phrase "up to 120 feet of right-of-way" be changed to "right-of-way, up to 120 feet in width".*

Response: The proffer statement has been revised as requested.

53. *Comment. In further regard to proffer VII.A.1., in the eighth line thereof, I suggest that the phrase "whichever is first in time" be inserted after the word "Property".*

Response: The proffer statement has been revised as requested.

54. *Comment. In further regard to proffer VII.A.1., it is not clear why the applicant has included the last sentence in the proffer. The approval of this rezoning application will specify the amount of density the Property will have, and it is not clear what other density the applicant is reserving. I suggest that this sentence be deleted.*

Response: A portion of Realigned Innovation Avenue, more specifically 2.32 acres, is located in Land Bay A, and the permitted square footage within Land Bay A will be based on FAR because the Applicant is requesting approval of a special exception to increase the permitted FAR to 1.45. The density credit to be reserved, therefore, is the density associated with the 2.32 acres that will be dedicated for Realigned Innovation Avenue. The revised Proffer VII.A.1 has been clarified to state that the density credit is for the PD-OP portion of the Property.

55. *Comment. In regard to proffer VII.A.2., in the first line thereof, I suggest that the phrase "up to 120 feet of right-of-way" be changed to "right of way, up to 120 feet in width".*

Response: The proffer statement has been revised as requested.

56. *Comment. In further regard to proffer VII.A.2., I note that the applicant refers to the Realigned Innovation Avenue from the boundary of the Property to Rock Hill Road "in the general location depicted on Sheet 6 of the CDP". However, there is nothing on the CDP which is identified as Rock Hill Road, and the maps in the area show two different forks of Rock Hill Road. I suggest that the general location be depicted and clearly identified on the CDP.*



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Response: The Applicant has added a new exhibit, Exhibit F, to the proffer statement to clearly illustrate the Applicant's proposed right-of-way dedications and road improvements for the development. Exhibit F identifies Rock Hill Road.

57. *Comment. In further regard to proffer VII.A.2., in the last line thereof, I suggest that the phrase "whichever is first in time" be added to the end of the line. I also suggest, in order to allow the County to track this proffer, that the applicant proffer to copy Loudoun County Zoning Administration on all correspondence it has with Fairfax County regarding the proposed dedication.*

Response: Proffer VII.A.2 has been revised to include the phrase "whichever is first in time" and to require the Applicant to provide Loudoun County written notification of the dedication of the DWC Off-Site Right-of-Way to Fairfax County within 30 days of such dedication.

58. *Comment. In regard to proffer VII.A.3., I note that the applicant has indicated the intent to construct Realigned Innovation Avenue between Route 28 and Rock Hill Road, "including turn lanes within the Property". I suggest that it be clarified whether this is intended to mean that the applicant shall not construct off-site turn lanes, as this phrase implies. I also suggest, if this is the case, that staff review this provision for adequacy.*

Response: Proffer VII.A.3 uses the phrase "turn lanes within the Property" because there are no off-site turn lanes along Realigned Innovation Avenue that are proposed or needed with this rezoning application.

59. *Comment. In further regard to proffer VII.A.3., I note that the applicant has indicated the intent to "complete construction" prior to the issuance of "any zoning permits" for the Property. I read this commitment to mean that the roadway is to be open for use and accepted by VDOT for maintenance. I recognize that proffer VII.K. states that "construct" shall mean bonded for construction, but the applicant uses the phrase "complete construction" in this instance and not "construct", and I assume that a different meaning is intended. If not, then I suggest that this be clarified. I also suggest that the phrase "any zoning permits" be changed to "first zoning permit".*

Response: The Applicant intends the term "complete construction" in Proffer VII.A.3 and VII.A.4 to mean Realigned Innovation Avenue shall be open to traffic but not necessarily accepted by VDOT for maintenance. The Applicant has revised these proffer provisions accordingly. In addition to clarifying its intent in the proffer provisions, the Applicant also has revised Proffer VII.K to exclude the Route 28/Innovation Avenue interchange and Realigned Innovation Avenue from the provisions permitting the bonding for construction to satisfy the road improvement proffers. The Applicant has

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also revised Proffer VII.A.3 to change "any zoning permits" to "the first zoning permit" for the Property.

60. *Comment. In regard to proffer VII.A.4., in the first line thereof, I suggest that the phrase "up to 120 feet of right-of-way" be changed to "right of way, up to 120 feet in width".*

Response: The proffer statement has been revised as requested.

61. *Comment. In further regard to proffer VII.A.4., concerning the IEIA Off-Site Right of Way, I note that the applicant has referenced "the owner of Fairfax County Tax Map parcel 15-2((1))17". However, I believe that this is the IEIA who is one of the two entities that constitutes the "Applicant" in this case. If this is correct, then I suggest that the applicant remove the contingency and commit to obtaining the off-site right of way for the extension of Realigned Innovation Avenue to Existing Innovation Avenue.*

Response: The contingency in Proffer VII.A.4 is included in this proffer because the IEIA may not be one of the two entities that constitute the Applicant at the time of the public hearings for this rezoning application. The IEIA is a party to the application because it is the owner of the Innovation Avenue parcel (MCPI: 035-26-7139), as of the date of this letter. However, the IEIA and Dulles World Center LLC are coordinating on the IEIA's dedication of the Innovation Avenue parcel to VDOT prior to the public hearings. Therefore, Dulles World Center LLC and VDOT are likely to be the two entities that constitute the "Applicant" at the time of the public hearings; as such, we believe that the language as drafted is appropriate and makes changes to the proffers made necessary by such road dedication simpler.

62. *Comment. In further regard to proffer VII.A.4., I note that the CDP does not adequately identify this extension of Realigned Innovation Avenue to existing Innovation Avenue. I suggest that these roadways be better identified on the CDP. I also suggest, in the fifth line of the proffer, that the word "east" be inserted prior to the phrase "to existing Innovation Avenue".*

Response: The Applicant has provided a new exhibit to the proffer statement, Exhibit F, to illustrate the Applicant's proposed right-of-way dedications and road improvements for the development. Exhibit F more clearly identifies the segment of Realigned Innovation Avenue referenced in Proffer VII.A.4 as A3. The Applicant has inserted the word "east" in the proffer as requested.

63. *Comment. In further regard to proffer VII.A.4., in the last sentence thereof, I note that the applicant has indicated the intent to "complete construction" of such portion of Realigned innovation Avenue prior to the issuance of "any zoning permits" for the*



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Property. I suggest that the phrase "any zoning permits" be changed to "the first zoning permit". I also again interpret the phrase "complete construction" to mean that the road is open to traffic and accepted by VDOT for maintenance. If another meaning is intended, then I suggest that this be clarified.

Response: As noted above, the Applicant intends the term "complete construction" in Proffer VII.A.4 to mean Realigned Innovation Avenue shall be open to traffic but not necessarily accepted by VDOT for maintenance and the Applicant has revised this proffer provision accordingly. The Applicant has also revised Proffer VII.A.4 to change "any zoning permits" to "the first occupancy permit" for the Property.

64. *Comment. In regard to proffer VII.A.5., I note that the provision of the IEIA Right-of Way "shall be at no cost to the Applicant" but goes on to include a contingency indicating that they shall not have to construct the extension of Realigned Innovation Avenue if the owner of the off-site parcel fails to provide the off-site right of way within 90 days of a request from the applicant to do so. Inasmuch as the off-site right of way is owned by the Applicant, I suggest that this contingency be removed. I suggest that instead the applicant should commit to obtaining and dedicating the off-site right of way at the time as provided in the proffer, with no contingency.*

Response: As noted above, the IEIA is not likely to be one of the entities that constitute the Applicant at the time of the public hearings for this rezoning application and, therefore, the contingencies in Proffer VII.A.5 are necessary. The provision of the IEIA Right-of-Way to DWC at no cost is pursuant to a separate agreement between DWC and the IEIA.

65. *Comment. In further regard to proffer VII.A.5., I note that the applicant has again included a timing provision for the construction of the extension of Realigned Innovation Avenue to existing Innovation Avenue. This appears to be somewhat redundant with proffer VII.A.4. To the extent it is retained in this proffer, I suggest that the same changes be made herein as suggested for proffer VII.A.4.*

Response: Proffer VII.A.5 has been revised to remove the redundant construction commitment.

66. *Comment. In regard to proffer VII.A.6., in the first two lines thereof, the applicant has included a provision which contemplates what the "Applicant" shall do in the event IEIA completes the funding and construction of Realigned Innovation Avenue. Inasmuch as IEIA is included as the "Applicant", and the "Applicant" is committed by proffer VII.A.3. to construct the improvement, I fail to see why this provision is included herein and I suggest that it be deleted.*

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Response: As noted above, the IEIA is not likely to be one of the entities that constitute the Applicant at the time of the public hearings for this rezoning application and, therefore, the contingencies in Proffer VII.A.6 are necessary. These provisions are pursuant to a separate agreement between DWC and the IEIA.

67. *Comment. In regard to proffer VII.A.8., I note that the applicant has indicated the intent to take steps necessary to abandon, vacate and abolish existing Innovation Avenue through the Property in coordination with Loudoun County, VDOT and the IEIA. Inasmuch as the IEIA is a part of the "Applicant" I suggest that the reference to the IEIA is not needed. I also note that the road cannot be abandoned until the new Realigned Innovation Avenue has been completed and is providing an alternative route. I question whether the abandonment of this road entails the abandonment of the portion of the existing Innovation Avenue from the Property line to the proposed intersection with Realigned Innovation Avenue. I suggest that what happens to that portion of existing Innovation Avenue be addressed as well.*

Response: As noted above, the IEIA is not likely to be one of the entities that comprises the Applicant at the time of the public hearings for this rezoning application. We fully expect that the IEIA will dedicate the Innovation Avenue parcel to VDOT prior to the public hearings, and at such time, the IEIA will be removed as a party with which the Applicant must coordinate to achieve the abandonment of existing Innovation Avenue. The Applicant has revised Proffer VII.A.8 to state that the Applicant shall be entitled to take such steps as are necessary to initiate the process to abandon, vacate, and/or abolish the portion of existing Innovation Avenue that is not within the right-of-way of Realigned Innovation Avenue. Although the Applicant cannot control the process or the actions of Loudoun County and VDOT, it is reasonable to expect that based upon existing regulations, neither the County nor VDOT would complete the abandonment, vacation, and abolition of existing Innovation Avenue prior to Realigned Innovation Avenue being completed and open to traffic.

68. *Comment. In regard to proffer VII.B.1., concerning the Route 28/Innovation Avenue interchange, I am uncertain exactly what is being proffered. Portions of the interchange are already constructed, so I assume that portions of the right of way are already dedicated. I suggest that the applicant clarify their statement. In addition, it is not clear whether the applicant's proffer to dedicate all necessary right of way for a trumpet-style interchange is intended to include only portions that are on-site or also includes obtaining any needed off-site right of way. I suggest that the applicant clarify their commitment and clearly show the area to be dedicated on the CDP.*

Response: The Applicant's proposed proffer will achieve completion of Phase II of the Route 28/Innovation Avenue interchange, which will create a trumpet-style interchange with the full range of vehicle movements between Route 28 and Innovation Avenue



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generally as shown on Exhibit F. The construction of the Interchange requires additional on- and off-site right of way that the Applicant has already acquired and will dedicate as specified in Proffer VII.B.1.

69. Comment. In further regard to proffer VII.B.1., for reasons previously stated, I suggest that the last sentence be deleted.

Response: As noted above, the permitted square footage in Land Bay A will be based on the approved special exception for a 1.45 FAR for that land area. The Applicant's proffer for the Route 28/Innovation Avenue interchange requires the dedication of on-site right-of-way, and the Applicant needs to reserve the density credit associated with the PD-OP portion of the right-of-way to be dedicated in order to build out the Dulles World Center as shown on the CDP.

70. Comment. In regard to proffer VII.B.2., I note that the applicant has indicated the intent to fund and construct the interchange "prior to commencement of Phase IB". I suggest that the applicant be more specific, such as identifying the first zoning permit for a use in Phase IB. Additionally, for reasons previously stated, I suggest that the last sentence of the proffer be deleted.

Response: The Applicant has revised Proffer VII.B.2 to state that the interchange will be funded and constructed "prior to the issuance of the first occupancy permit for Phase IB." Proffer VII.B.2 requires the Applicant to fund and construct the interchange prior to the issuance of the first occupancy permit for any uses in Phase IB, however, it will take time for VDOT to inspect the interchange and accept it for maintenance. The proffer provision that the interchange be open to traffic prior to the issuance of any occupancy permits in Phase II allows for such inspection and acceptance following completion and operation of the interchange. Therefore, the Applicant has maintained this provision of Proffer VII.B.2.

71. Comment. In regard to proffer VII.C.1., concerning the future Dulles Toll Road Bridge right of way, I question why the burden is being placed on the County to have to request the reservation of right of way. I suggest that this proffer be amended to require the applicant to reserve the right of way prior to approval of each subdivision or site plan containing said right of way, and to dedicate the right of way upon request.

Response: Proffer VII.C.1 allows Loudoun County to request DWC's reservation of the right-of-way at any time after the approval of the rezoning application. This proffer is not intended as a burden on the County, but rather for the County to ensure that the Dulles Toll Road Bridge right-of-way will be reserved as soon after the rezoning as the County deems necessary. Proffer VII.C.2 requires the Applicant to dedicate the right-of-way

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upon the County's request, provided the necessary commitments have been made by others to fund and construct the bridge.

72. *Comment. In further regard to proffer VII.C.1., in the second line thereof, there is a reference to "Exhibit C". I suggest that this exhibit be identified with more specificity, to include title, date and the company that prepared it. I also suggest that Exhibit C be labeled as "Exhibit C".*

Response: The Applicant has revised the proffer as requested.

73. *Comment. In regard to proffer VII.C.2., I suggest that it be clarified that the applicant shall prepare any and all plats of dedication necessary to dedicate the right of way for the Dulles Toll Road Bridge. In addition, for reasons previously stated, I suggest that the last sentence of the proffer be deleted.*

Response: The Applicant has revised Proffer VII.C.2 as requested.

74. *Comment. In regard to proffer VII.D.1., in the third line thereof, I suggest that the phrase "up to 50 feet of off-site right-of-way" be changed to "right of way, up to 50 feet in width,".*

Response: Proffer VII.D.1 has been revised as requested.

75. *Comment. In further regard to proffer VII.D.1., which involves the extension of Shaw Road to intersect with Innovation Avenue, I suggest that the applicant clarify how and where this extension is to occur and where it is to intersect with Innovation Avenue. I also assume that the applicant intended to reference Realigned innovation Avenue, but unless the intersection is shown on the CDP, I cannot be certain which road should be referenced. I suggest that this be clarified and clearly shown on the CDP.*

Response: Exhibit F of the proffer statement depicts the extension of Shaw Road to Realigned Innovation Avenue in more detail as item "D."

76. *Comment. In regard to proffer VII.E.1., concerning the Route 606/Rock Hill Road intersection improvements, I suggest that the applicant illustrate the proposed improvements, either as an exhibit or shown on the CDP. In addition, in the last line of the proffer, I suggest that the phrase "west bound" be inserted prior to the phrase "Route 606".*

Response: The proposed improvements to the Route 606/Rock Hill Road intersection are shown in more detail as "E" on Exhibit F. The Applicant has moved the phase "westbound" from before left turn lane to before Route 606 as requested.

77. *Comment. In regard to proffer VII.E.3., I note that the applicant includes a provision to approach the Town of Herndon to condemn needed right of way if it becomes necessary. However, the intersection of Route 606 and Rock Hill Road lies within Loudoun County and it appears that right of way for the additional left turn lane will be needed from properties located within Loudoun as well as in Herndon. I suggest that this provision be re-written to address the possible need for both jurisdictions to condemn right of way. I also suggest that it be indicated that the applicant shall copy the appropriate County official, which I suggest is the County Zoning Administrator with all correspondence between themselves and the Town of Herndon on this matter.*

Response: The Applicant has revised Proffer VII.E.3 to require the Applicant to request that the Town of Herndon and/or Loudoun County, as applicable, condemn the right-of-way necessary for completion of the proffered left turn lane. In addition, the revised proffer includes a requirement for the Applicant to notify the Loudoun County Zoning Administrator of any correspondence between the Applicant and the Town of Herndon and any initiation of eminent domain proceedings by the Town of Herndon.

78. *Comment. In regard to proffer VII.E.4., concerning signal timing at the Route 606/Rock Hill Road intersection, it is not clear why the adjustment of the timing signal would be contingent on the acquisition of right of way for an additional turn lane. I suggest that this change take place as needed with or without the additional turn lane. In addition I note that while the applicant uses the phrase "unless relieved of its obligation in accordance with Proffer VII.E.5." in describing its commitment to adjusting the signal timing, there is nothing in proffer VII.E.5. which addresses this obligation. I suggest that the applicant simply commit to the adjustment of the signal timing.*

Response: The Applicant has revised the proffer to state that it will conduct a signal timing study at the Route 606/Rock Hill Road intersection if requested by VDOT, and, in the event VDOT determines that adjustments to the signal timing are warranted, then, subject to VDOT approvals, shall make suggested adjustments.

79. *Comment. In regard to proffer VII.E.5., I note that the applicant proposes to pay the Town of Herndon \$100,000 if the Town decides to not condemn right of way needed for the turn lane. I suggest that such funds should go to the County of Loudoun and not the Town of Herndon.*

Response: Comment acknowledged. The impact of the proposed development on the Route 606/Rock Hill Road intersection is likely to be minimal, however, the Applicant agrees with the Town of Herndon that any funds the Applicant contributes because it cannot construct the left turn lane within the available right-of-way should be provided to

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the Town of Herndon to address the traffic impact of the proposed development on the Route 606 corridor within the Town.

80. *Comment. In regard to proffer VII.F.1., in the first line thereof, I suggest that the phrase "up to 30 feet of right-of-way" be changed to "right of way, up to 30 feet in width". In addition, for reasons previously stated, I suggest that the last sentence of the proffer be deleted.*

Response: Proffer VII.F.1 has been revised as requested.

81. *Comment. In regard to proffer VII.F.2., I note that the applicant proposes to construct one lane of a two lane Road B, from Road H east to Rock Hill Road. I note that this extension requires the acquisition of off-site right of way, yet there is no commitment to obtaining such right of way. I suggest that this be addressed, although I note that proffer VII.F.1. states that the "Applicant" shall dedicate one half of a two lane section of Road B from Road H to Rock Hill Road. I urge the applicant to clarify if their intent was to acquire and dedicate the off-site right of way, as well as providing the on-site right of way.*

Response: Proffer VII.F.2 does not include provisions for the acquisition of off-site right-of-way for the extension of Road B because Dulles World Center LLC already owns the parcel that will provide such right-of-way as necessary to construct one-half of a two-lane Road B from the intersection with Road H east to Rock Hill Road in the general location shown a F on Exhibit F.

82. *Comment. In further regard to proffer VII.F.2., I question the value of a one lane road, rather than a complete two lane road. I urge our transportation staff review this provision.*

Response: The Center for Innovative Technology or the IEIA will construct the other half of the two-lane Road B from the boundary of the DWC/IEIA property east to Rock Hill Road. The construction of this portion of Road B by the CIT/IEIA is part of the separate agreement between DWC and the IEIA.

83. *Comment. In further regard to proffer VII.E.2., I note that the CDP shows the intersection of Road B and Rock Hill Road as being immediately adjacent to the Rock Hill Road entrance to the CIT. I question the acceptability of such an alignment, and urge stff to give this careful review.*

Response: As noted above, the proposed improvements to Road B are part of, and subject to, an agreement between DWC and the IEIA, and both parties support the proposed alignment of Road B.



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84. *Comment. In regard to proffer VII.G.1.a., I note that the applicant has included a requirement that either the "Applicant" or the POA must submit a Transportation Demand Management program to the County for review and approval. I suggest that this be amended to require that the applicant submit the TDM program for review and approval, and that once approved ensure that it is incorporated into the POA documents.*

Response: Proffer VII.G.1.a as previously drafted and submitted already requires the Applicant to submit a TDM program to OTS for review and approval and for implementation by the Applicant or the POA. The Applicant has revised the proffer to include a requirement to incorporate the approved TDM program into the POA covenants.

85. *Comment. In regard to proffer VII.G.1.b., I again suggest that the applicant submit their proposed TDM program to the County for review and approval and not the POA. I further suggest that once approved, the applicant commit to including such program in the POA documents. I also suggest that the POA documentation include another provision indicating that the POA cannot remove the TDM requirements from their documents without obtaining expressly granted permission from the County.*

Response: Proffer VII.G.1.b as previously drafted and submitted already requires the Applicant to submit a TDM program to OTS for review and approval and for implementation by the Applicant or the POA. The Applicant has revised the proffer to include a requirement to incorporate the approved TDM program into the POA covenants and to also incorporate a provision that the POA cannot delete the TDM requirements from the POA covenants without obtaining the express written permission of the County.

86. *Comment. In further regard to proffer VII.G.1.b., in the fourth line thereof, I note that it is indicated that the applicant shall achieve a 10% reduction in AM and PM peak hour traffic. If the POA prepares the TDM Program, I do not see how the applicant is going to be the one to enforce it.*

Response: As noted above, the Applicant, and not the POA, will be preparing the TDM Program for review and approval by OTS. Upon approval of the TDM Program by OTS, the POA will incorporate the provisions of the TDM Program into the POA covenants in accordance with the revised Proffer VII.G.1.a and VII.G.1.b, which will allow the POA to administer and enforce the TDM Program.

87. *Comment. In regard to proffer VII.G.2.b., I note that the applicant has proposed including bicycle and pedestrian incentives as part of the TDM Program, including*

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provisions for bicycle parking and "shower changing facilities in accordance with Proffer VIII.B." However there is nothing in proffer VIII.B. that requires the provision of shower/changing facilities. I suggest that this inconsistency be eliminated.

Response: The Applicant has corrected this inconsistency by adding Proffer VIII.B.4 committing one (1) shower/changing facility for each office and mixed-use office/commercial building.

88. *Comment. In regard to proffer VII.G.2.f., I note that the applicant has indicated that "the Applicant shall implement the approved provisions of the TDM Program". If the applicant is to be the entity implementing the Program, then I fail to see why in proffer VII.G.1.b., it states that the POA may be the implementing authority. I suggest that this be clarified.*

Response: The Applicant has revised Proffer VII.G.2.f to state that the Applicant and/or the POA may implement the TDM Program.

89. *Comment. In regard to proffer VII.H., I note that the applicant has indicated the intent to dedicate the on-site right of way of Road B from the intersection of Road B and Road H east to Rock Hill Road if the County or others wish to construct it earlier than the applicant's construction schedule. I note that in proffer VII.F.1., the applicant merely states the intent to dedicate the right of way for the one lane of the road, without distinguishing between the on-site and off-site portions. Therefore, if the County or others are moving forward with construction of the road, I suggest that the applicant provide the same right of way as they proffered to provide in proffer VII.F.1.*

Response: The Applicant has revised Proffer VII.H as requested to include the dedication of the same right-of-way for the extension of Road B east to Rock Hill Road as the Applicant will provide under Proffer VII.F.1.

90. *Comment. In further regard to proffer VII.H., I note that the applicant has indicated that, in the case where the County or others are constructing improvements ahead of the applicant's proffered construction schedule, the right of way would be dedicated once the construction plans and profiles have been submitted and approved by all necessary parties. I urge staff to ensure that the CPAP's can be approved prior to the dedication of right of way. I also question whether the County of Fairfax review of Road B to Rock Hill Road is also called "construction plans and profiles". I also question how Loudoun is to know when Fairfax has approved such construction plans. I suggest that this be clarified.*



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Response: The Applicant has revised Proffer VII.H.1 and VII.H.2 to state that the Applicant will dedicate the right-of-way prior to the approval of applicable site plans, public improvements plans, and/or construction plans and profiles for the roads.

91. *Comment. In regard to proffer VII.I., in the second line thereof, I suggest that the phrase "construction of proffered improvements are completed by others" be changed to "construction of any of the proffered road improvement(s) is/are completed by others".*

Response: The Applicant has revised Proffer VII.I to state "construction of any proffered road improvement(s) is/are completed by others" in the second line.

92. *Comment. In regard to proffer VIII.A.I., in the fifth line thereof, I note that the applicant refers to a "multi-use trail". However, in proffer VII.B.I. the applicant refers to a "bicycle/multi-use trail" network. I assume these are intended to refer to the same thing, but I suggest that consistent terminology be used. Additionally, Sheet 6 of the CDP refers to an "On-Site 10' Multi-Use Trail" and an "Off-Site 10' Multi-Use Trail". Again, I suggest that consistent terminology be used.*

Response: The Applicant has revised the proffer statement to consistently reference "multi-use trail" for all proffered on-site and off-site trails, with the exception of the pedestrian trail network within Land Bay A. The Applicant has updated the CDP to use consistent terminology of multi-use trail.

93. *Comment. In regard to proffer VIII.B.2., in subsection (c) thereof, I note that the applicant has indicated that the bicycle/multi-use trail shall serve at least two of the three planned bus shelters/stops within the Property. However, I also note that none of the locations shown on the CDP for bus shelters/stops are located along the "On-Site 10' Multi-Use Trail" shown on Sheet 6 of the CDP. I suggest that the applicant clarify how they intend to serve these bus shelters/stops with the bicycle/multi-use trail system, assuming the trail shown on Sheet 6 is intended to be the bicycle/multi-use trail.*

Response: The Applicant has revised the CDP to include a multi-use trail along Road H that will serve the bus shelter in Land Bay 4 and to include a crosswalk at the intersection of Road A and Road C to provide a safe, convenient crossing from the multi-use trail along Road A to the bus shelter in Land Bay 7. With connections to these two bus shelters, the Applicant will achieve the proffered commitment to provide a multi-use trail that will serve at least two bus shelters.

94. *Comment. In regard to proffer VIII.B.3., in the third and fourth lines thereof, I note that the applicant has proposed including bicycle racks for all residential buildings and all office buildings. I suggest that they indicate that the location of such racks shall*

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be indicated on the site plan for each building. Additionally, in referring to "each Office building", I question whether this is intended to include each building in the PD-OP district, even if such building is occupied by a use other than office, and whether this is intended to include mixed use buildings within the PD-TC district. I suggest that this be clarified.

Response: The Applicant has revised Proffer VIII.B.3 to require the locations of the bicycle racks to be shown on the applicable site plan and to clarify that the bicycle rack commitment applies to Residential, Office, and mixed-use Office/Commercial buildings within the Property (including both the PD-OP and PD-TC portions of the Property).

95. *Comment. In regard to proffer VIII.C., concerning a trail network in Land Bay A, I suggest that the applicant include a timing mechanism for the provision of such network.*

Response: The Applicant has revised Proffer VIII.C to require the construction of the trail network in Land Bay A prior to the issuance of the first occupancy permit for any building within Land Bay A.

96. *Comment. In regard to proffer VIII.D., in the first line thereof, rather than refer to the "commencement" of Phase II, I suggest that this be changed to refer to the "issuance of the first zoning permit" in Phase II.*

Response: The Applicant has revised Proffer VIII.D to base the timing on the first occupancy permit.

97. *Comment. In further regard to proffer VIII.D., I question whether the trail referenced herein is intended to be the same as the "Off-Site 10' Multi-Use Trail" shown on Sheet 6. If so, then I suggest that consistent terminology be used. If not, then I suggest that the applicant clarify what the "Off-Site 10' Multi-Use Trail" shown on Sheet 6 is.*

Response: The trail referenced in Proffer VIII.D is the same as the "Office-Site 10' Multi-Use Trail" shown on the prior version of the CDP. As requested, the Applicant has revised the terminology for the on-site and off-site trails to consistently refer to the trails as "multi-use trails." The CDP continues to designate the portions of the multi-trails that are on-site and off-site, and all multi-use trails shall be a minimum of 10 feet in width.

98. *Comment. In further regard to proffer VIII.D., I note that the applicant refers to the owner of Loudoun County parcel 035-26-7139 and Fairfax County parcels 15-2 ((1)) 16 and 18. County tax records show that the Loudoun County parcel is owned by "The Innovative Technology Authority". It is not clear if this is a different entity than the applicant "the Innovative and Entrepreneurship Investment Authority" or not. I suggest*



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that his be clarified. However, the preamble lists the IEIA as the owner of the referenced parcel. If it is the same, then I suggest that the applicant commit to obtaining the easements. If it is different, then I suggest that the preamble be corrected and that the proper owner of the parcel be referenced.

Response: The IEIA is the successor in interest to the Innovative Technology Authority and is the current owner of Loudoun County parcel 035-26-7139 and Fairfax County parcels 15-2 ((1)) 15 and 18. As noted above, the IEIA is not likely to be one of the entities that constitute the Applicant at the time of the public hearings for this rezoning application.

99. *Comment. In further regard to proffer VIII.D., I note that this proffer does not contain a contingency for the event that the referenced easements are not made available. If the needed easement indeed crosses property owned by one of the applicants, then I suggest that this may not be needed, and the proffer should simply commit to the provision of the easements, if required.*

Response: Proffer VIII.D states that the Applicant shall construct the off-site portion of the multi-use trail if the owner(s) of Loudoun County parcel 035-26-7139 and Fairfax County parcels 15-2 ((1)) 15 and 18 (presently owned by the IEIA) provide the necessary right-of-way or public access easements. The proffer does not include a contingency in the event the owner of these parcels does not provide the necessary right-of-way or public access easements because neither Fairfax County nor Loudoun County can obtain the right-of-way or public access easements by eminent domain (both the IEIA and VDOT are state agencies).

100. *Comment. In regard to proffer VIII.G., concerning noise mitigation, I note that the applicant states an intent to "comply with recommended noise attenuation measures". However, it is not clear if these measures are to be recommended by the noise impact study or whether they are to be the recommendations of the County staff. I suggest that this be clarified.*

Response: The proffer has been clarified.

101. *Comment. In regard to proffer IX.A.1., concerning the maintenance of imperviousness at a level that is less than 66% of the overall site, I question how this is to be tracked. It is not clear if the intent is to maintain such level at every phase of development. I suggest that the applicant clarify how they intend to document compliance with this proffer.*

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Response: The Applicant will maintain a level of imperviousness on the overall Property of less than 66% throughout the entire development of the Property and will document compliance with this commitment at the time of each site plan.

102. Comment. In regard to proffer IX.A.2., concerning the maintenance of stormwater quality, I note that the applicant states the intent to "maintain" a 50% phosphorus removal rate from storm water runoff, provided that this removal rate does not apply to road and utility infrastructure. I have no idea how this is to be tracked. It is not clear how the stormwater is to be divided between the portion that is due to road and utility infrastructure and how much is from elsewhere on the Property. I suggest that the applicant clarify how this proffer is to be tracked.

Response: The Applicant will achieve a 50% phosphorus removal rate from stormwater runoff (with the exception of road and utility infrastructure) at the time of the first site plan for any building in Phase III and will maintain a 50% phosphorus removal rate thereafter. The Applicant will document compliance with this commitment on the first site plan for any building in Phase III and on each subsequent site plan.

103. Comment. In regard to proffer IX.A.2.a.i., concerning the provision of 75,000 square feet of green roofs, I suggest that the applicant provide some timing mechanism for the provision of such green roofs.

Response: Proffer IX.A.2.a.i has been revised to require the Applicant to provide 75,000 square feet of green roofs prior to the first occupancy permit for more than 3,200,000 square feet of Non-Residential uses for the Property.

104. Comment. In regard to proffers IX.A.2.a. ii, and iii, I suggest that the applicant include provisions indicating how they intend to track the referenced percentages. It is not clear how many street trees are to be provided, so it is not clear how the County will know when 75% of them have been planted with tree box filters. Similarly, since it is not known how much parking square footage there will be, it is not known how to determine that 20% of it is pervious. I suggest that for the pervious off-street parking provision, the phrase "the total square footage of both" could be changed to "each".

Response: The Applicant has revised Proffers IX.A.2.a.ii and iii to require a tabulation with each site plan showing the percentage of pervious pavement and the percentage of street trees to be planted within tree box filters. The word "both" in the proffer indicates that the commitment to pervious materials will apply to temporary surface parking and permanent surface parking, and this commitment will be tracked at site plan.

105. Comment. In further regard to proffer IX.A.2.a.ii., I note that the applicant's commitment to providing tree box filters excludes Road H frontage and "road frontage



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with depressed curve". I am uncertain what this means, or how it is measured and tracked. I suggest that this be clarified.

Response: The Applicant has revised Proffer IX.A.2.a.ii to state Road H frontage and "road frontage with depressed curb" are excluded from the requirement to provide tree box filters. The Applicant cannot commit to providing tree box filters on Road H as part of the Applicant's stormwater management measures because the future Dulles Toll Road Bridge could eliminate these trees and tree box filters.

106. Comment. In regard to proffer IX.A.3.a., wherein the applicant has indicated the intent to provide the County with a waste management plan prior to the approval of the first site plan on the Property, I suggest that the applicant clarify whether the intent is for this plan to apply only to the first site plan, or whether this plan is to be for the entirety of the Property. Additionally, the applicant states that the plan shall outline recycling and/or reuse of waste generated during construction. Again, it is not clear if this is intended to refer to the first building or to all buildings. I suggest that this be clarified.

Response: The Applicant intends the recycling commitment to apply for all phases of development for the entire Property and has clarified that the commitment applies to "all construction activity on the Property." Further, the Applicant has incorporated this commitment into the proffer by stating that the Applicant shall implement the recycling plan throughout construction of the project.

107. Comment. In regard to proffer IX.A.3.b., I note that while the applicant proposes to have the POA establish a mandatory recycling program for all residential buildings, this requirement is not stated for all non-residential buildings or for all hotel buildings. I suggest that these should also have recycling programs.

Response: The Applicant has revised Proffer IX.A.3.b as requested.

108. Comment. In further regard to proffer IX.A.3.b., I suggest that proffer indicate that the applicant shall include this recycling requirement in the documents establishing the POA.

Response: The Applicant has revised the proffer as requested.

109. Comment. In regard to proffer IX.B.1., wherein the applicant commits to creating tree save areas, I note that Sheet 6 of the CDP shows "specimen trees" within the Tree Conservation Area. I also note that the applicant reserves the right to clear within the tree save areas for utility crossings, wetland mitigation, storm water management facilities, best management practices, low impact design facilities and trail crossings. However, the applicant makes no specific mention of preserving the specimen trees,

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and this reserved right to clear could enable the applicant to remove the specimen trees. If the purpose of designating the specimen trees on the CDP is to better ensure that they will receive special attention, I suggest that it be stated that in no event shall such clearing be permitted within a certain distance of these specimen trees.

Response: The Applicant has revised Proffer IX.B.1 to state that no clearing shall occur within the drip line of the specimen trees identified on the CDP.

110. Comment. In regard to proffer IX.B.2., in the third and fourth lines thereof, the applicant refers to a "Tree Stand Evaluation" by Wetlands Studies and Solutions dated August 26, 2008. I question whether this has been provided to staff. I recommend that it be included as an exhibit in order to ensure that it is retained in the file for future use.

Response: The Applicant had provided the Tree Stand Evaluation with an earlier submission of this rezoning application and has included an additional copy with this resubmission.

111. Comment. In further regard to proffer IX.B.2., in the ninth and tenth lines thereof, the applicant states the intention to "plant additional native trees within the stream valley buffer in Land Bay A". As written, there is no standard against which to measure compliance. I suggest that some standard be provided, such as the number of additional trees, the density of such plantings, and the timing for such plantings.

Response: A tree reforestation area has been designated within Land Bay A and is depicted on Sheet 5 of the CDP. Further, Proffer IX.D.1 has been added to provide details regarding the reforestation plan.

112. Comment. In further regard to proffer IX.B.2., in the thirteenth line thereof, I suggest that the phrase "limits of the" be inserted prior to the word "Tree".

Response: The Applicant has revised Proffer IX.B.2 as requested.

113. Comment. In further regard to proffer IX.B.2., in the fifteenth line thereof, I suggest that the phrase "Urban Forester" be inserted following the word "County".

Response: The Applicant has revised Proffer IX.B.2 as requested.

114. Comment. In regard to proffer IX.B.4., in the second line thereof, I suggest that commas be placed around the phrase "as shown on the record plat". In the third line I suggest that commas be placed around the phrase "without specific permission of the County Urban Forester".



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Response: The Applicant has revised Proffer IX.B.4 as requested.

115. Comment: In further regard to proffer IX.B.4., in the tenth line thereof, the applicant has used the word "Owner". I believe that this should be "Applicant", and I suggest that it be so changed.

Response: The Applicant has revised Proffer IX.B.4 as requested.

116. Comment. In further regard to proffer IX.B.4. and in regard to proffer IX.D., I note that proffer IX.D. requires an urban forester/arborist to prepare a tree management program for all Tree Conservation Areas while proffer IX.B.4., places a covenant on the Property to prohibit the removal of trees except to accommodate Forest Management Techniques. It seems that the tree management program required under IX.D. should be used to determine the Forest Management Techniques permitted to be used to justify the removal of trees within the Tree Conservation Areas, yet these two proffers have no cross reference. I suggest that proffer IX.B.4. be amended to cross reference proffer IX.D.

Response: The Applicant has revised Proffer IX.B.4 to reference the tree management and maintenance program to be provided in accordance with Proffer IX.D.

117. Comment. In regard to proffer IX.C., in the first line thereof, the applicant states that "construction plans" for all permitted improvements shall clearly define the limits of clearing. I question whether this reference to "construction plans" is intended to refer to site plans and construction plans and profile applications, or just to CPAP's. I suggest that the applicant clarify their intent.

Response: The Applicant has revised Proffer IX.C to clarify that the commitment applies to both construction plans and profiles and site plans.

118. Comment. In regard to proffer IX.E., in the first line thereof, the applicant refers to "the encroachments depicted on Sheet 4 of the CDP". Sheet 4 is an Existing Conditions Plat that does not show any encroachments and is not a part of the CDP. I suggest that the applicant's intent be clarified.

Response: The correct sheet is now referenced in the proffers. The only anticipated encroachment is Road C, as shown on that sheet.

119. Comment. In further regard to proffer IX.E., in the second line thereof, the applicant refers to the "River and Stream Corridor Resources area". However, there is no such area shown on the CDP. I suggest that this be depicted. Sheet 4, which is not

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a part of the CDP, does show a "50' RSCOD Management Buffer". If this is what the applicant intended to reference, I suggest that it be placed on the CDP.

Response: The 50-foot River and Stream Resource Corridor is now depicted on the CDP, as requested.

120. Comment. In regard to proffer IX.G., concerning wetlands mitigation, I note that option 3 is to obtain mitigation bank credits from a bank outside of Loudoun County. That seems to be very wide open. I suggest, if the applicant is obtaining credits outside of Loudoun County, that they should at least be obtained from a bank within the Potomac River drainage area.

Response: The Applicant has revised Proffer IX.G as requested.

121. Comment. In regard to proffer IX.H., I note that the applicant has identified a number of uses that they indicate shall be permitted in the major floodplain. This list is not the same as the list of permitted uses contained in the Zoning Ordinance. I suggest that the structure of this proffer be changed to indicate which of the uses permitted by the Zoning Ordinance will be prohibited on the Property.

Response: The Applicant has revised Proffer IX.H to limit the uses in the major floodplain to those uses permitted under Section 4-1505 of the Zoning Ordinance.

122. Comment. In regard to proffer X.B., in the first line thereof, I note that the applicant has indicated that a contribution to the fire and rescue services will be made for each zoning permit for "Non-Residential" uses. As drafted in these proffers, this term excludes hotel uses. I suggest that hotel uses should also be considered for inclusion in the requirement to provide a fire and rescue contribution and that this proffer be amended accordingly.

Response: The Applicant's revised proffer includes Hotel uses in the definition of Non-Residential uses.

123. Comment. In regard to proffer XI.A., in the first line thereof, I note that the applicant refers to "the public water system". I believe the applicant intended to refer to the "central water supply system", as that term is defined in the Zoning Ordinance, and I suggest that this be so changed.

Response: The Applicant has revised Proffer XI.A as requested.

124. Comment. In regard to proffer XI.B., in the first line thereof, the applicant refers to "the public sewer system". I believe that the applicant intended to refer to the "central



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sewer system" as that term is defined in the Zoning Ordinance, and I suggest that this be so changed.

Response: The Applicant has revised Proffer XI.B as requested.

125. Comment. In regard to proffer XII., I suggest that it be deleted as it cannot be determined at this time whose signatures will be required on a particular future application. As written, this is not necessarily an accurate statement.

Response: Proffer XII allows an owner of a portion of the Dulles World Center to submit a Zoning Concept Plan Amendment, Rezoning, Special Exception, or other development application for only the portion of the Dulles World Center owned by that particular applicant. Under the proffer, one owner within Dulles World Center could not submit an application for another owner's property without that owner's consent because it would not be permitted by the Zoning Ordinance.

126. Comment. These proffers will need to be signed by all landowners, and be notarized, prior to the public hearing on this application before the Board of Supervisors.

Response: Comment acknowledged.

**DEPARTMENT OF BUILDING AND DEVELOPMENT, PROFFER MANAGEMENT
(comments dated August 19, 2010)**

1. Comment. 2nd paragraph of the preamble: The property was previously subject to ZMAP 1985-0009, not ZMAP 1989-0009.

Response: The change has been made in the proffers.

2. Comment. Proffer I: We need to see land bay designations on all land development applications submitted for Dulles World Center.

Response: The Applicant's revised proffer statement requires land bay designations on all subsequent land development applications for all or any portion of the Property.

3. Comment. Proffer II.A.1: Last sentence reads: "Upon full build out of the Residential development, the Residential units shall have an average unit size of up to 900 square feet." The County has no way to track or monitor this proffer. We suggest a maximum size rather than an average unit size.

Response: The revised proffer statement requires the residential development to have an average unit size of no more than 900 square feet per unit at the time of the

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issuance of the 1,200th residential occupancy permit for the Property, and at all times thereafter. The County will be able to track this proffer at the occupancy permit stage and the commitment to an average unit size, rather than a maximum unit size, is a better mechanism to ensure the appropriate size and type of residential units for a mixed-use, transit-oriented community with a desirable balance of residential and non-residential uses.

4. *Comment. Proffer II.A.2: We are confused by the last paragraph. Please clarify how Workforce Dwelling Units will be administered. The current language proposes too many options.*

Response: The WDUs may be administered in the same manner as ADUs, with the exception of the income eligibility criteria, or pursuant to a federal or state affordable housing program. Under the first option, the WDUs would be management in the same manner as ADUs, with the only difference being the income eligibility criteria. Although Article 7 of the Zoning Ordinance and Chapter 1450 of the Codified Ordinances do not include provisions for WDUs, the existing provisions for the administration of ADUs may be applied to the proposed WDUs for purposes of County administration. Under the second option, the Applicant would administer the WDUs in accordance with an applicable federal or state program, subject to the Applicant's proffered income limit. The County already has accepted proffered housing units with other projects that would be administered under either of these two options.

5. *Comment. Proffer II.A.3: This proffer is meaningless---there is no commitment in offering Energy Star appliances.*

Response: The Applicant has revised Proffer II.A.3 to require all residential builders to install ENERGYSTAR-qualified refrigerators, dish washers, and clothes washers and to demonstrate compliance with this proffered commitment by noting the requirement on each site plan containing Residential units.

6. *Comment. Proffer II.B.2: The limitation on the amount of Commercial uses will need to be tracked at site plan; we cannot monitor this proffer at zoning permit or occupancy permit.*

Response: Comment acknowledged.

7. *Comment. Proffer II.D.2: We cannot monitor the height of the tallest Office building versus the tallest Residential building. Please modify this proffer to restrict building height to a specified height level.*



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Response: All buildings are limited to 200 feet in height. Prior to the issuance of the 1,200th Residential occupancy permit, and at all times thereafter, the tallest building on the Property will be an Office building or a mixed-use Office/Commercial building.

8. *Comment. Proffer II.E: As proposed, the height of the parking structures shall not exceed the height of any Office building located along the Dulles Toll Road. Does that mean any Office building that has been built when the garage is built? Or for a proposed Office building? We recommend that a height limit be established for the parking structure.*

Response: The proffer means that all Office and Office/Commercial buildings adjacent to the Dulles Toll Road will be taller than stand-alone parking structures. The parking structures south of the Promenade are necessitated by the office buildings planned for the Toll Road and therefore would not be built until the related Office or Office/Commercial building is built.

9. *Comment. Proffer III: Define develop---does that mean site plan approval or issuance of zoning/building permit?*

Response: As used in Proffer III, the term "develop" means the ability to obtain site plan approval, zoning permit approval, and issuance of occupancy permits.

10. *Comment. Proffer III: In order to track the phasing of this development, the Applicant must provide a table with each site plan containing the cumulative amount of Residential, Non-Residential, Commercial and Office square footage by land bay and demonstrate the corresponding phase of development.*

Response: The Applicant has included a proffer that requires a tabulation on each site plan for all or any portion of the Property showing the total number of Residential units and the total square footage of Office, Commercial, and Hotel uses to demonstrate compliance with the phasing program.

11. *Comment. Proffer III.A.2: Why is there a separate phase IB? As proposed, it just adds an additional 383,964 sq ft Office. Why isn't there just Phase 1 and Phase II? We don't understand the differentiation of Phase IA vs. Phase IB.*

Response: The difference between Phase IA and Phase IB is based on the timing of the Route 28/Innovation Avenue interchange. The proffer statement requires the Applicant to fund and construct the interchange prior to the issuance of the first occupancy permit in Phase IB (i.e., the Applicant will be constructing the interchange during Phase IA). The proffers further require the Applicant to complete the interchange and have it open to traffic prior to the issuance of any occupancy permits in Phase II.

Under these proffer provisions, the Applicant will be constructing the interchange at the same time the Applicant will be constructing and occupying the uses in Phase I.A. The interchange must then be inspected by VDOT and open to traffic prior to the issuance of any zoning permits in Phase II, which means the Applicant can construct and occupy an additional 383,364 square feet of Non-Residential uses after the interchange is complete but awaiting inspection and acceptance by VDOT.

12. Comment. Proffer IV.B: The last sentence should specify that the contribution is for multi-family market rate units, rather than each Residential zoning permit.

Response: Proffer IV.B already states that the contribution is for each market-rate multi-family unit. The trigger of when the contribution will be made is the issuance of the residential zoning permit.

13. Comment. Proffer V.A.1: We cannot track the completion of portions of the Promenade specified in b and c at occupancy permit for buildings constructed adjacent to certain land bays and/or having road frontage. LMIS does not have this capability. We suggest modifying this language to have the completion of the Promenade done by the issuance of a certain zoning permit or prior to site plan approval or some other event that we can track.

Response: The Applicant has maintained Proffer V.A.1's timing provisions for the Promenade to be completed prior to the issuance of the first occupancy permit for buildings in specified land bays. It does not make sense to open the Promenade at the issuance of zoning permits because there would be no residents, employees, or visitors in the buildings to use the Promenade until the buildings are occupied.

Further, the County must have the ability to track the completion of proffered commitments at the time of occupancy permit because Section 15.2-2303.1:1 of the Code of Virginia requires localities to delay the timing of cash proffer payments for residential units until after final inspection and prior to the time of occupancy. Although the Applicant's proffer for the Promenade is not a cash proffer for residential units, it is reasonable to expect that the County can track the fulfillment of proffered commitments, including the Dulles World Center Promenade, at the time of occupancy permit if the County is required to do so for other types of proffers.

14. Comment. Proffer V.A.2: What is meant by "The Applicant shall activate at least two of the pocket parks ... " Does "shall activate" mean construct? Please clarify.

Response: The Applicant has revised Proffer V.A.3 to state that the Applicant shall install picnic tables and benches in at least two of the pocket parks, plazas, etc.



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15. Comment. Proffer V.B: Please specify which County agency or official will be responsible for deeming the civic uses to be appropriate.

Response: Proffer V.B has been clarified to state that the Zoning Administrator or a designee of the Zoning Administrator will be responsible for determining whether uses qualify as civic uses under the provisions of the Zoning Ordinance and the proffers.

16. Comment. Proffer V.C.1.c: Please specify the type of Residential permit; is it zoning permit? Occupancy permit?

Response: The proffer has been revised to specify the Residential occupancy permit as the trigger.

17. Comment. Proffer V.C.2.c: Please specify the type of Residential permit; is it zoning permit? Occupancy permit?

Response: The proffer has been revised to specify the Residential occupancy permit as the trigger.

18. Comment. Proffer V.C.2.d and V.C.2.e: Please clarify the timing of the when a decision will be made about whether the interior amenity space will be provided. Does a private fitness facility need to be constructed in each land bay? Or one for the entire Dulles World project?

Response: These proffers have been deleted.

19. Comment: Proffer VI.C: One member of the design review committee shall be an appointee of the Dulles District Supervisor. What if the election districts change? The proffer language may want to state the Board of Supervisors member whose election district includes the Dulles World Center project.

Response: The Applicant has revised Proffer VI.C as requested.

20. Comment. Proffer VII.A.3: The last sentence currently reads that "The Applicant shall complete construction of such portion of Realigned Innovation Avenue ..." Please add that the road is open to traffic.

Response: The revised Proffer VII.A.3 states that the Applicant shall complete construction of such portion of Realigned Innovation Avenue (meaning the roadway is open to traffic but not necessarily accepted for maintenance by VDOT) prior to the issuance of the first occupancy permit for the Property.

21. *Comment. Proffer VII.A.5: How is Loudoun County going to know what dedications have been made to Fairfax County?*

Response: The Applicant has revised Proffer VII.A.5 to require the Applicant to provide written notification to Loudoun County of any dedications to Fairfax County within 30 days of the dedication.

22. *Comment: Proffer VII.A.5: Typically VDOT will not approve abandonment of a road until the new section of the road is accepted into the secondary road system. We suggest that you review the time lines stated in this proffer.*

Response: The Applicant has revised Proffer VII.A.8 to state that the Applicant shall be entitled to take such steps as are necessary to initiate the process to abandon, vacate, and abolish the portion of existing Innovation Avenue that is not within the right-of-way of Realigned Innovation Avenue as shown on Sheet 5 of the CDP. Although the Applicant cannot control the process or the actions of Loudoun County and VDOT, it is reasonable to expect that neither the County nor VDOT would complete the abandonment, vacation, and abolition of existing Innovation Avenue prior to Realigned Innovation Avenue being completed and open to traffic.

23. *Comment. Proffer VII.E.4: Commencement of Phase II needs to be defined; is this prior to site plan approval? Or prior to issuance of first zoning permit. This comment reiterates the comment we made on Proffer III.*

Response: The Applicant has revised Proffer VII.E.4 to state that the signal timing shall be adjusted prior to the issuance of the first occupancy permit for any building in Phase II.

24. *Comment. Proffer VII.E.5: Please provide date certain in the event that the necessary off-site right-of-way or easements cannot be acquired by the Applicant and the Town of Herndon chooses not to exercise its right of eminent domain.*

Response: The Applicant cannot provide a date certain for the contribution to the Town of Herndon in the event the Town does not exercise its right of eminent domain because the Applicant cannot control the timing of the Town's decision and does not intend to create a date certain deadline for the Town of Herndon. The Town's decision likely will depend on a number of factors for which the Applicant cannot anticipate or control the timing.



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25. *Comment. Proffer VII.F.2: Commencement of Phase III needs to be defined; is this prior to site plan approval? Or prior to issuance of first zoning permit. This comment reiterates the comment we made on Proffer III.*

Response: The Applicant has revised Proffer VII.F.2 to state that the Applicant shall construct the one-half section of Road B prior to the issuance of the first occupancy permit for any building in Phase III.

26. *Comment. Proffer VII.K: Please make a provision for when "construct" means actually construct the road improvement and open the road to traffic. We believe the intent of Proffer VII.B.2 is to complete the construction of the interchange, rather than bond the construction. There are other transportation proffers that provide for certain road improvements to be constructed prior to commencement of a phase of development. Please clarify which improvements will actually be constructed rather than bonded for construction.*

Response: The intent of Proffer VII.B.2 is to require construction of the Route 28/Innovation Avenue interchange and have the road open to traffic under the phasing stated in the proffer. The Applicant also intends Proffer VII.A.3 and VII.A.4 to require construction of Realigned Innovation Avenue and to have this roadway open to traffic under the phasing stated in the proffers. In addition to clarifying this intent in these proffer provisions, the Applicant also has revised Proffer VII.K to exclude the Route 28/Innovation Avenue interchange and Realigned Innovation Avenue from the provisions permitting the bonding for construction to satisfy the road improvement proffers.

27. *Comment. Proffer IX.A.2.a: The County does not have a methodology to track that the minimum square footage of green roofs is being provided. The same comment applies to tree box filters; we do not have a system to count how many tree box filters are being located with street trees, nor do we have a method to calculate the percentage of pervious pavement.*

Response: The Applicant has revised Proffer IX.A.2.a to require site plan tabulations showing the square footage of green roofs, the percentage of street trees in tree box filters, and the percentage of pervious pavement so the County can track these commitments.

28. *Comment. Proffer IX.A.3.a: Please stipulate the specific County agency that will receive the Construction Waste Management Plan; example, the Proffer Manager in Zoning Administration.*

Response: The Applicant has revised Proffer IX.A.3.a as requested.

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29. *Comment. Proffer IX.B.2: Please stipulate that the Applicant shall replace lost canopy in locations to be designated at the discretion of the Owner in consultation with the County's **Urban Forester** (designate the responsible County staff member).*

Response: Proffer IX.B.2 has been updated as requested.

30. *Comment. Proffer IX.E: Please add that the Applicant shall depict the River and Stream Corridor on all land development applications submitted for development of Dulles World Center.*

Response: The Applicant has revised the CDP to depict the River and Stream Corridor Resources buffer and has revised Proffer IX.E to require the Applicant to depict the such buffer on all subsequent land development applications for the Property.

31. *Comment. Proffer X.B: As currently written, the Applicant is not proffering to make a fire and rescue cash contribution for the Hotels that are developed on this property.*

Response: The Applicant has revised Proffer X.B to include a Fire and Rescue cash contribution for the Hotel uses.

PROFFER REFERRAL TEAM (comments dated August 30, 2010)

1. *Comment: [Preamble] Please revise the first sentence of the second paragraph of the preamble to specify that the property is being rezoned to PD-TC and PD-OP under the Revised 1993 Loudoun County Zoning Ordinance. Also, please revise the last sentence of the preamble that in the event the application is denied, the current proffers associated with ZMAP-1985-0009, the current approved application of record on the property, will be in full force and effect. The proffer statement incorrectly lists ZMAP-1989-0009.*

Response: The preamble of the proffer statement has been revised as requested.

2. *Comment: [Proffer I] Please revise the first sentence of this proffer to provide that the Dulles World Center Zoning Amendment Plans are dated September 2, 2008, as revised through July 30, 2010. The sentence incorrectly states the Plan Set was revised through July 19, 2010, which does not match the date on the submitted plan set.*

Response: The proffer statement has been updated to reference the most recent revision date for the CDP, which is now September 16, 2010.



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3. *Comment: [Proffer II.A.2] Please be advised that Article 7 of the Revised 1993 Loudoun County Zoning Ordinance administers Affordable Dwelling Units (ADU's) only, and makes no mention of "workforce dwelling units" or how they should be administered. County housing policy included in the Revised General Plan does not sanction the use of the term "workforce housing," but identifies the County's unmet housing need for incomes below 100% of the Area Median Income (AMI, which is currently determined to be \$103,700). The proposed "workforce dwelling" units do not meet Article 7 requirements under the County's Zoning Ordinance. The County does not have a program by which the "workforce housing units" could be administered (no policy direction, program requirements, staff, etc.).*

While County policy does not recognize "workforce dwelling units", it does identify that there are housing shortages for households with incomes between 0 % to 100 % of the Washington Metropolitan Statistical Area (MSA). For 2010, 100% of the Area Median Income (AMI) is \$103,500. County Housing policy identifies unmet housing need for incomes up to \$103,700 and distinguishes that rental housing is needed for households with incomes up to 60% AMI (\$62,100) and for-sale units for incomes below 100% AMI. The proposed proffer states that either rental or for-sale housing will be built for incomes up to 100% AMI. Rental housing for incomes up to 100% does not fill an unmet housing need. The County needs multi-family rental housing units affordable to households with incomes up to 60% AMI (\$62,100) and needs them located close to transit. There is also a great need for accessible units and for lower cost units for households with incomes below 30 % AMI. The proffers should include a commitment to universal design for units and specifically to lower cost units that provide housing for households below 30% AMI.

Even if exempted by the Zoning Ordinance, the Applicant may still proffer to provide ADU's to the County. Please note, if the Applicant proffers to provide ADU's that would have been otherwise exempted, the provision of such ADU units must be specifically stated in the proffer statement. The County shall waive the application fee for any Concept Development Plan Amendment that provides for ADU units that would have otherwise been exempted. The locations of the ADU units need to be dispersed throughout the market rate units on the property, they cannot be located within one building, and their location needs to be displayed on the record plat.

The Applicant could also consider proffering to provide cash contributions to the County's Housing Fund or land to be used by a non-profit affordable housing developer to build affordable rental housing. The County Housing Fund was established by the Board of Supervisors' on April 3, 2007, to fund a variety of unmet housing needs for incomes from 0% up to 100% AMI. The Board's objective is to have one fund that can be leveraged and that is large enough to fund significant housing proposals, not separate, individual funds that are project specific.

Response: The Applicant acknowledges that Article 7 of the Zoning Ordinance and Chapter 1450 of the Codified Ordinances do not include provisions for workforce dwelling units or for the administration of such units, however, the existing Article 7 and Chapter 1450 provisions for the administration of ADUs may be applied to the proposed WDUs for purposes of County administration. The sale and/or rental of the WDUs could be managed in the same manner as ADUs, with the only difference being the income eligibility criteria, and the County already has accepted proffered housing units with other projects that may be administered in this manner.

The Applicant's commitment to provide WDUs will increase the supply of moderate income housing in the County in a location that will be served by Metrorail. The Dulles World Center will likely have residential units with rental and/or for-sale prices well above the average prices for multi-family housing units in the County, and therefore, the Applicant does not believe it is necessary to contribute additional unmet housing needs units as part of the proposed development.

4. *Comment: [Proffer IV.A] Please revise the proffer statement to remove "workforce dwelling units" from being exempt from paying capital facilities contributions. There is no County policy or approved capital facility standard for "workforce dwelling units" that would allow the Applicant to be exempt from paying the required capital facility contribution on those units. Staff requests that such a provision be removed from the proffer statement.*

Response: Although there is no County policy regarding the payment of capital facilities contributions for workforce dwelling units, the Applicant's commitment to provide such units will benefit the County by increasing housing opportunities for moderate income households at an unrecoverable cost and expense to the Applicant. Given this benefit provided by the Applicant in a development that likely will have housing units with rental and/or for-sale prices well above the average prices for multi-family housing units in the County, the Applicant does not believe it is necessary (or appropriate) to contribute additional capital facilities contributions for the proffered workforce dwelling units.

5. *Comment: [Proffer IV.B] Please revise the proffer statement to state that the Applicant will pay the Route 28 Tax District Buy-out payment as determined by the County's Department of Management and Financial Services. Please remove all references to per residential dwelling unit payments for this buyout, unless specifically directed to do so by the County's Department of Management and Financial Services. Please remove all references of ADU or Workforce Dwelling units from being exempt from this payment.*



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Response: The Applicant will commit to paying a Route 28 Tax District buy-out payment for each residential unit, but cannot make such a commitment without certainty regarding the amount of the contribution. Therefore, the Applicant requests confirmation of the Route 28 Tax District buy-out amount from the Department of Management and Financial Services. (Incidentally, Applicant had a meeting scheduled with Ben Mays to discuss such buy-out, but such meeting had to be rescheduled. We are still waiting for a new date for a meeting, at which time we expect to fully discuss the Route 28 Tax District buy-out.) Upon confirmation of the buy-out amount, the Applicant will update the proffers to identify the specific payment amount on a per-unit basis. The Applicant has revised Proffer IV.B to state that the buy-out payment shall be for all multi-family units.

6. *Comment: [Proffer V.A.1.a] Please clarify that the Promenade will include one acre of open space as the required "Town Green" portion of the development (40,000 square feet), and an additional one acre of open or civic space. The cumulative acreage of Town Green and open/civic space will total two acres in the Promenade.*

Response: The Applicant has clarified Proffer V.A.1.a as requested.

7. *Comment: [Proffer V.B] Please clarify how the square footage calculation will be incorporated into the 5% total land area calculation for civic space in the event civic space is provided within a building. Will the 2.74 acres of civic space required in the PD-TC zoning district be converted into square feet (2.74 acres x 43,560 square feet = 119,354 square feet) by which square footage provided within a building for civic uses would be subtracted when calculating total civic space provided as part of this application?*

Please note, if a County public use is developed within the required civic space within the PD-TC zoning district (ex. A fire and rescue station), then a capital facility credit would not be granted to the Applicant because the space is required to be developed as civic space under the terms of the Zoning Ordinance, and the Proffer Statement lists certain public uses as allowable civic uses in this application.

Response: The Applicant's proposal to provide 5% of the total land area as civic uses with the option to count the floor area of the civic use element of a mixed-use building toward the 5% of the total land area will provide flexibility for the Applicant to provide land, such as a public use site, or to provide civic uses within a building. The Applicant's revised proffer statement includes a commitment for 2.99 acres of civic uses. Under the proffer, this commitment could be met by providing a 2.0 acre public use site and 43,560 square feet of civic uses in a building (0.99 acres x 43,125 square feet/acre). This calculation represents one example, but the proffer provides the

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flexibility to provide any combination of land area and building square footage to achieve the 5% requirement.

8. *Comment: [Proffer VII.A.5] Please revise the proffer statement to provide that if the adjacent property owner does not provide the IEIA offsite right-of-way to construct Innovation Avenue east to Rock Hill Road, then the Applicant shall request the use of eminent domain by Fairfax County to acquire the offsite right-of-way required to develop the full extension of Innovation Avenue to Rock Hill Road.*

Response: The Applicant cannot revise Proffer VII.A.5 to include the use of eminent domain by Fairfax County to acquire the IEIA Off-Site Right-of-Way because the IEIA is a state agency and its property cannot be condemned by Fairfax County. The provision of the IEIA Off-Site Right-of-Way by the IEIA at no cost to the Applicant is the subject of a separate agreement between DWC and the IEIA.

9. *Comment: [Proffer VII.I] Please revise this proffer to state the following:*

"All cash equivalent contributions made by the Applicant in the event the funding and construction of proffered road improvements are completed by others (third parties), specifically the cash equivalent contributions provided in Proffers VII.A.6, VII.D.5 and VII.F.3, will be determined from all project construction costs to include engineering, surveying, bonding, permit fees, utility relocation and other hard costs of construction based on actual costs expended as verified by invoices for project expenses by the party who completed such road construction. In the event that the paid invoices for the work cannot be obtained to verify actual costs expended for road construction, the cash equivalent contribution will be based upon County bonding estimates for said construction. The cash equivalent contribution shall be paid to the County at the time the Applicant would have otherwise been required to bond or construct such road improvements and may be used at the County's discretion for regional road and transit improvements in the vicinity of the property."

Response: The Applicant has revised Proffer VII.I as requested.

10. *Comment: [Proffer VIII.E] Please revise the proffer statement to include that all lighting provided in the development or on the property will be in conformance with Section 5-1504 of the Revised 1993 Zoning Ordinance, Light & Glare Standards.*

Response: Proffer VIII.E has been revised as requested.

11. *Comment: [Traffic Signals] Please note that there are no proffered traffic signals related to this development. Will all traffic related to this application be handled by the*



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Innovation Avenue Interchange at Route 28, existing traffic signals and traffic signs offsite from the property?

Response: Proffers have been added to commit the Applicant to conduct signal warrants along Innovation Avenue and install the signals if warranted by VDOT.

FIRE & RESCUE (comments dated August 19, 2010)

1. *Comment: Thank you for the opportunity to review the third submission of the above captioned application. Although the Applicant agreed to demonstrate at site plan (and revised the proffer statement to reflect their commitment), staff remains concerned that adequate access, circulation and timely response of emergency vehicles would be compromised by the proposed densities, building height, associated traffic and the overall lay-out of the site.*

Response: Comment acknowledged. The Applicant looks forward to addressing any concerns Fire and Rescue may have at time of site plan.

BUILDING AND DEVELOPMENT, PLANNING DIVISION (SUBDIVISION) (comments dated September 2, 2010)

1. *Comment: Note 3 on sheet 3 of the Rezoning Plan under the Zoning Checklist notes refers to Section 5-1500 of the Zoning Ordinance regarding Steep Slopes. Staff notes that the correct Section of the Zoning Ordinance for Steep Slopes is Section 5-1508.*

Response: The note has been revised as requested to note the appropriate Zoning section.

2. *Comment: Note 10 on sheet 7 of the Rezoning Plat under the Zoning Checklist notes mentions that the commercial or homeowners association will be created "prior to approval of the first record plat." Staff recommends that this be changed to "prior to the first record plat or site plan whichever is first in time" in order to be consistent with Proffer VI.B.*

Response: The note has been revised as requested.

3. *Comment: Proffer IX.D, regarding the submission and review of the tree conservation plan, is triggered by the submission of a preliminary subdivision. Staff recommends that the trigger be changed to "preliminary subdivision or site plan submission, whichever occurs first in time".*

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Response: The proffer has been revised as requested.

Environmental Review Team (comments dated September 1, 2010)

1. *Comment: The current application does not demonstrate compliance with the River and Stream Corridor Policies of the Revised General Plan (RGP). The 50-foot management buffer and the 100-foot stream buffer are not depicted on a proffered plan sheet. In addition, Draft Proffer IX.E references encroachments depicted on Sheet 4 (Existing Conditions Plan), which does not include the development layout. Staff recommends that the application be revised to demonstrate full compliance with the River and Stream Corridor buffers. [RGP River and Stream Corridor Policies 2, 3, and 18].*

Response: The CDP has been revised to show the 50-foot River and Stream Corridor Resources on several pages, including Sheet 5, the Concept Plan, as requested. In addition, Proffer IX.E has been revised to state the buffer will be maintained except in areas it is modified as permitted by RGP policy, or where it is encroached by Road C as shown on the CDP.

2. *Comment: The applicant's responses indicate that the hardwoods in Cover Type A in the northeastern corner of the property cannot be incorporated into the development layout and that the removal of the trees will be offset by planting trees adjacent to the stream valley. The responses state that the plantings are referenced in the proffers and will be shown on the next version of the CDP. Draft Proffer IX.B.2 states that the applicant shall plant additional native trees within the stream valley buffer in Land Bay A. Staff recommends that reforestation efforts focus on the south side of the stream, in Land Bays 6 and 9, where the riparian buffer is of a lesser density and quality. Staff recommends that a standalone detailed reforestation commitment be provided in the proffered statement and the reforestation area be identified on the CDP. Recapturing tree cover will minimize the impact of the proposed project on existing vegetation, which is an issue for consideration per Section 6-1211 (E)(9) of the RZO. This approach is also consistent with the County's strategy to protect its existing green infrastructure elements and to recapture elements where possible [RGP, Page 6-8, Green Infrastructure Text].*

Response: A reforestation area is now shown in the southern portion of Land Bay A; it is illustrated on Sheet 5 and Proffer IX.D.1 was added with details, as requested. Land Bays 6 and 9 may be appropriate areas for reforestation, but that decision will be made when the development plans are farther along. Per the County's own policy, the Scenic Creek Valley Buffer may be reduced, provided mitigation measures are provided, one

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being tree reforestation. Should the Applicant seek that administrative reduction, Land Bays 6 and 9 would be ideal reforestation locations.

3. *Comment: The applicant's responses state that trees on the south side of the stream have been preserved and a note has been provided stating that those trees will not conflict with the sanitary sewer easement. However, staff was unable to find the referenced note and the rezoning plan set does not identify a tree conservation area on the south side of the stream. Staff supports maintaining tree cover along the south side of the stream, particularly due to the tree cover loss caused by the sanitary sewer line. [RZO Section 6-1211(E)(9) and RGP Forest, Trees, and Vegetation Policy 1].*

Response: The Applicant has refined the Tree Conservation Area and located the Tree Reforestation Area so they do not conflict with the sanitary sewer easement, making the above-reference note unnecessary.

4. *Comment: Staff acknowledges the changes to Draft Proffer IX.G (Wetland Mitigation). However, the current language references "commercially reasonable efforts", which essentially voids the commitment, as mitigation prices are typically higher in Loudoun County. In addition, the proffer differs from the Site Remediation and Mitigation section of the Sustainable Development Plan, which state that "mitigation credits for wetland disturbance will be acquired within the Broad Run watershed, if available". Staff recommends revising the language to provide a clear commitment.*

Response: The proffer has been revised to remove the reference to "commercially reasonable efforts" as requested and to replicate the commitment made in the Sustainable Development Plan.

5. *Comment: Staff does not understand the intent of Draft Proffer IX.H and is concerned that the variations in terminology between the proffer and the permitted uses listed in Section 4-1505(A)(4) of the RZO may cause an enforcement issue. Staff recommends removing the proffer.*

Response: The uses listed in the proffer have been removed as requested. The proffer now notes that only uses permitted by Section 4-1505 of the Zoning Ordinance will be permitted in the floodplain.

6. *Comment: Staff recommends that a commitment be provided to update the traffic noise study to account for noise impacts associated with Innovation Drive, which is a planned minor arterial roadway, as well as the updated development layout. Further, to clarify the elements of the traffic noise study, staff recommends that the commitment specify the following, which is consistent with RGP Highway Noise Policies 1 and 2 and Revised Countywide Transportation Plan Policy 2:*

- *The noise analysis shall be based on the most recent, applicable forecasted traffic volumes available from the Office of Transportation Services and the ultimate design speed for the roadways; as well as final topography.*
- *Noise impacts occur if noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing levels) or approach (one decibel less than), meet, or exceed the noise abatement criteria identified in the CTP.*
- *Noise attenuation shall result in noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and should result in a noise reduction of at least 5 decibels.*
- *Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation).*

Response: A proffer has been added to require a noise study for the buildings with residential units adjacent to Innovation Avenue. Should the noise study find that the buildings are impacted to levels 1 decibel less, equal to or greater than the noise level permitted by the Revised Countywide Transportation Plan, the proffer commits the Applicant to utilize buffers and noise attenuation measures to reduce the volume.

7. *Comment: Please provide a timing mechanism for Draft Proffer IX.A.2.a.i. indicating when the 75,000 square feet of green roof(s) shall be provided.*

Response: The proffer has been revised to include the following time commitment: 75,000 square feet of green roof shall be provided prior to the 3.2 million square feet of non-residential development, whichever comes first.

4th Submission Comments

8. *Comment: Note 5 on Sheet 5 of the rezoning plan set states that the Scenic Creek Valley Buffer (SCVB) may be reduced pursuant to Section 5-1002(D) of the RZO at the time of site plan. Staff does not support a reduction due to the impacts that have already occurred along the south side of the stream associated with the sanitary sewer line. Staff recommends that the applicant commit to providing the full 150' SCVB as part of the rezoning application.*

Response: The note merely recognizes the permissibility the Zoning Ordinance provides to reduce that buffer.



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9. *Comment: Staff recommends removing the reference to maintaining a 50 percent phosphorus removal rate in Draft Proffer IX.A.2 as the removal rate will be required based on the imperviousness of the site. Staff does not understand how that portion of the proffer language exceeds current requirements. Note that road and utility infrastructure (resulting in impervious cover) must be accounted for in the water quality calculations. Staff recommends maintaining the water quality commitments specified in Draft Proffer IX.A.2. Staff further recommends a meeting with the applicant, ERT, and the Water Resources Team staff to discuss the stormwater commitments to verify that they are consistent with local and state requirements and will not be problematic during future site plan/construction plan applications.*

Response: The Applicant concurs that the 50% phosphorus removal is consistent with the Virginia Storm Water Management Handbook. This was included in the proffers to respond to previous comments and worth noting with regards to maintaining a maximum impervious area of less than 66% for the site through the use of multiple treatments (i.e. green roofs, porous pavements, storm water recycling, etc.), which is a significant commitment on behalf of the Applicant. The Applicant is available to meet with the County as needed.

10. *Comment: Draft Proffer VII.G.2.b states that bicycle and pedestrian incentive measures will include provisions for bicycle parking and shower/changing facilities in accordance with Proffer VIII.B. However, Draft Proffer VIII.B does not include provisions for shower/changing facilities. Given the close proximity to the planned metro station, staff recommends that a substantial commitment to shower/changing facilities be provided with this application. This recommendation is consistent with Bicycle and Pedestrian Policy 10 on Page 2-10 of the Revised Countywide Transportation Plan:*

Response: The Applicant has added a proffer committing the Applicant to provide showers and changing facilities throughout all of the office and mixed-use office buildings throughout the Property.

METROPOLITAN WASHINGTON AIRPORTS AUTHORITY (comments dated September 1, 2010)

1. *Comment: Thank you again for the opportunity to comment on the above referenced Zoning Map Amendment and Special Exception. The Authority's previous comments recommended that the developer, consistent with Loudoun's Zoning Ordinance requirements with regard to the Airport Impact Overlay District, secure notification from the Federal Aviation Administration (FAA) that the project is not a hazard to air navigation. The developer has filed FAA Form 7460-1, Notice of Proposed Construction or Alteration, and received a Notice of Presumed Hazard for the proposed*

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development. Through conversations with the local FAA Airports District Office it is our understanding that the Presumed Hazard determination is based on impacts to existing navigational aids that serve Runway 19L. We have also learned that the developer is currently in the process of conducting an independent evaluation of these impacts through the services of Ohio University. The Authority would request that this issue be tracked through the planning review process and that Loudoun County not allow development to proceed until the developer receives a Determination of No Hazard for the proposed development.

Response: The Applicant has revised the proffer statement to include a commitment that the Applicant shall obtain, and provide documentation to the County of, the necessary Federal Aviation Administration approvals for each individual building within the Property prior to the County's approval of the applicable site plan for each building. This commitment ensures that no building the FAA deems to be a hazard to air navigation will be constructed within the Property.

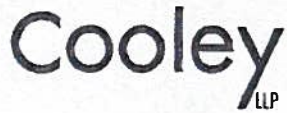
LOUDOUN WATER (comments dated September 7, 2010)

1. *Comment. [Proffer XI.A. Water Service] As currently drafted, the proffer suggests that the scope of necessary water improvements would be determined through an analysis of capacity, which the applicant would provide at time of the first site plan. The applicant is reminded that a second supply will be needed to establish reliable service, through two redundant lines. This will be required, regardless of the hydraulic capacity of any single supply.*

An improved proffer might include text such as "including adequate redundancy", which might be inserted into the third sentence, after "...Applicant can provide sufficient water service..."

Response: The proffer has been revised as requested.

2. *Comment. [Proffer XI.B. Sanitary Service] The draft proffer now acknowledges that the necessary capacity analysis would include allotments for all properties in the service area of the Horsepen Run Interceptor. However, the allotments offered are at "by-right densities". The densities that might be attained under the applicable comprehensive plans may well exceed current by-right densities. The necessary allotment for these properties must reflect said properties fully developed to densities permitted by applicable comprehensive plans and/or zonings. An improved proffer would assure that the analysis of capacity would allow for such planned densities, so that the development potential of other properties within the horsepen Run Interceptor's service area will not be adversely impacted.*



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Response: The Applicant cannot be expected to hypothesize on the development plans of other property owners and therefore must base its proffer on the known, by-right conditions of those lands.

3. *Comment. Public water and sanitary sewer would be contingent upon the developer's compliance with Loudoun Water's Rates, Rules and Regulations; and Design Standards. Concerning offsite easements that will be required to extend public water to this site, the applicant shall be responsible for acquiring such easements and conveying them to Loudoun Water, at no cost to the County or to Loudoun Water.*

Response: Comment understood.

LOUDOUN COUNTY HEALTH DEPARTMENT (comments dated August 9, 2010)

1. *Comment: The Health Department recommends approval of this application. The proposal will be served by public water and sewer. No old existing on-site facilities exist that the Health Department would be concerned with. The plat reviewed was prepared by Gordon & Associates and was revised 8 April 2010.*

Response: Comment acknowledged and appreciated.

HISTORIC PRESERVATION (comment dated August 26, 2010)

1. *Comment. The applicant has submitted all required archaeological reports for the subject properties, and upon review, there are no outstanding heritage preservation issues with this application.*

Response: Comment acknowledged and appreciated.

OFFICE OF TRANSPORTATION SERVICES (comments dated September 1, 2010)

1) Initial Staff Comment (1st referral, February 23, 2009): *The Applicant's traffic study assumes that the remainder (i.e., Phase 2 construction) of the Route 28/Innovation Avenue interchange (providing site access to/from southbound Route 28) will be completed by 2009, and therefore would be in place for the analysis years 2015 and 2030. While design plans for Phase 2 construction are completed and have been approved by VDOT, VDOT has no plans to fund Phase 2 construction at this time. The Applicant should indicate whether it intends to fund construction of the Phase 2 improvements. If not, the traffic study needs to analyze the site without the interchange in place and provide a phasing plan that demonstrates the amount of development on site (if any) that can be accommodated without this improvement in place.*

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Applicant's Response (May 1, 2009): The Route 28 Tax District is obligated to construct Phase 2 of the Route 28/Innovation Avenue interchange under its agreement with the Commonwealth Transportation Board and the Fairfax County Economic Development Authority. The Tax District has more than adequate funding to complete Phase 2 (as confirmed by Fairfax County's FY 2010 budget for Route 28 - Fund 700): No VDOT funding is necessary for construction of the interchange and, given that there is more than sufficient funding already available, VDOT should begin construction of this interchange immediately. Regardless of the Tax District's obligation, the Applicant's traffic study does not assume the interchange will be completed by 2009. As described in more detail in the Applicant's draft proffer statement, the Applicant will not exceed 909,000 square feet of non-residential development and 408 residential units (Phase LA.) until the interchange is complete. The Applicant's draft traffic study demonstrates that the existing road network will accommodate this level of development without the interchange and that additional road improvements will only be necessary during Phases II and III of the development.

Issue Status (2nd referral, August 19, 2009): The Applicant's November 10, 2008 traffic study (Page 7), on which OTS staff's initial comment was based, indicated that the Route 28/Innovation Avenue interchange would be completed by 2009; the April 27, 2009 version of the study (Page 1) was revised to indicate that completion of the interchange is not assumed until 2015.

OTS staff does not concur with Applicant's contention that the "Route 28 Tax District is obligated to construct Phase 2 of the Route 28/Innovation Avenue interchange." This interchange was not included in the Phase 2 Route 28 improvement PPTA agreement that was signed in October 2002 (in Loudoun County, this agreement funded construction of the Route 606, Sterling Boulevard, Waxpool/Church Road, and Nokes Boulevard interchanges). Further, the Applicant's statement that "no VDOT funding is necessary for construction of the interchange" is not accurate, as even if the Tax District chose to take responsibility for funding completion of the interchange, the standard cost sharing agreement for projects involving the Tax District utilizes public funds (75% percent of the cost from the Tax District and the remaining 25% from VDOT). There is no VDOT funding included in the Six-Year Improvement Program to be used toward VDOT's share of the balance of the interchange cost.

At its annual meeting on March 18, 2009, the Route 28 Tax District Commission ("Commission") directed Fairfax and Loudoun County staffs to examine the possibility of the Tax District contributing the remaining portion of funds to complete the Route 28/Innovation Avenue interchange. The Commission also directed staff to report back with options for proceeding with the planned Route 28 eight-lane widening project, or tendering a portion of the Tax District's debt. Each of these options would be in competition with the interchange completion project for the same remaining Tax District



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funds. The Commission also recommended that the tax rate in the Tax District be reduced from \$0.20 to \$0.18; this reduction has subsequently been approved by both the Fairfax and Loudoun County Boards of Supervisors.

Fairfax and Loudoun County staffs reported back to the Commission at its meeting on July 1, 2009 regarding the options noted above. The only tax district funds which the Commission voted to expend were approximately \$1.075 million for "hot spot" widening improvements at various locations along Route 28; no funds were authorized for additional work to complete the Innovation Avenue interchange.

OTS staff does not share the Applicant's view that the existing road network can support Phase I.A. of the proposed development (up to 909,000 sq ft of non-residential uses and 408 residential units) without additional improvements (per the proffers, the additional westbound left turn lane proposed on Route 606 at Rock Hill Road may not be installed until as late as commencement of Phase II; it is also noted that at least some of the area necessary to construct this turn lane would need to be acquired from the Town of Herndon, over which Loudoun County has no jurisdiction). Given the existing peak hour failing LOS conditions indicated in the traffic study (see Attachment 4 [in the 2nd OTS referral]) and the existing (narrow) condition of segments of Rock Hill Road, the Applicant cannot rely on Rock Hill Road to Route 606 and a partial Innovation Avenue interchange (right-in/right out only) to and from northbound Route 28 to support any increase in traffic volumes above existing levels. Further discussion of the Applicant's traffic study and the adequacy of the existing road network are provided elsewhere in this referral.

As noted above, the draft proffers do not specify that the Applicant will construct the remainder of the Route 28/Innovation Avenue interchange, but only require the Applicant to contribute \$5.358 million towards the cost of completion of this improvement. Without a specific commitment to complete this interchange, OTS reiterates its request for analysis (in 2015 and 2020) of the site using the current roadway configuration (right-in, right-out only) at this location.

Applicant's Response (August 5, 2010): The Kavar proffers for the Property do not assign financial responsibility for construction of the interchange to the property owner. Instead, they required the previous Applicant to contribute \$5,358,000 (without any escalator clause) toward the interchange and required that such interchange be in place prior to exceeding 1,350, 000 SF of development. The Applicant's revised proffers remove this uncertainty by committing Dulles World Center, LLC to construct the Route 28/Innovation Avenue interchange. The Applicant's draft proffer statement includes a commitment to fully fund and construct the interchange prior to exceeding 1,238,364 SF of development, unless the interchange is funded and constructed by others prior to that time. Considering this commitment, the interchange will be in place

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by 2015 and, therefore, it is not necessary to analyze the road network without the interchange.

Current Issue Status: *The Applicant's commitment to complete this interchange is appreciated. However, per the latest draft proffer statement (July 30, 2010), over 1 million sq ft of development and site-generated traffic could be realized before the interchange is open to traffic. Without a complete interchange at Route 28, certain movements of site-generated traffic would necessarily need to utilize Rock Hill Road to access the site. Given the existing (narrow) condition of segments of Rock Hill Road, the Applicant cannot rely on Rock Hill Road to Route 606 and a partial Innovation Avenue interchange (right-in/right out only) to and from northbound Route 28 to support any increase in traffic volumes above existing levels. OTS therefore recommends that the Applicant commit to construction and completion of the remainder of the Route 28/Innovation Avenue interchange prior to the issuance of occupancy permits for any uses on site.*

Response: The Applicant appreciates County Staff's acknowledgement of the significance of the Applicant's commitment to fully fund and construct the Route 28/Innovation Avenue interchange. The proffer statement requires the Applicant to construct the interchange prior to the issuance of the first occupancy permit in Phase I.B, which is a similar threshold for construction of the interchange as required under the existing ZMAP 1985-0009 proffers for the Property. The existing proffers, however, do not assign financial responsibility for construction of the interchange to the property owner. Instead, they required the previous Applicant to contribute \$5,358,000 (without any escalator clause) toward the interchange. The Applicant's revised proffers remove this uncertainty by committing the Applicant to fully fund and construct the Route 28/Innovation Avenue interchange, which will now cost over \$12,000,000.

2) *Initial Staff Comment (1st referral, February 23, 2009):* *Although the Applicant's traffic study assumes that up to 80% of site traffic will pass through the Route 28/Innovation Avenue interchange, no analysis of the facility is provided. The study needs to be revised to include both forecasted traffic volumes and capacity analysis for the interchange, both with and without the planned Rock Hill Road bridge connection over the Dulles Toll Road in Fairfax County anticipated by the study's 2030 analysis (this bridge would significantly reduce the percentage of site-generated traffic that would use the interchange). Further review of this application is dependent on this analysis.*

Applicant's Response (May 1, 2009): *The supplemental information requested by the County listed above has been incorporated into the revised traffic impact study dated April 27, 2009. The following scenarios were incorporated into the analysis based on the County staff's request:*

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- Reduced TDM percentages for full build out (2030)
- Inclusion of a scenario with the planned Rock Hill Road bridge construction in place for build out conditions (2030)
- Route 28 link analysis (HCS software)
- Weave-Merge analysis for Route 28 (CORSIM Analysis) (submitted separately in a supplemental memorandum dated December 18, 2008).

Issue Status (2nd referral, August 19, 2009): OTS staff appreciates the Applicant's inclusion of the above-referenced items in the revised (April 2009) traffic study document. OTS concurs with the applicable technical comments made by VDOT in its June 17, 2009 referral regarding the CORSIM analysis of the interchange and adjacent segments of Route 28 (between the Dulles Toll Road and the Route 606 interchanges). Regarding the interchange analysis presented in the traffic study (see Attachment 45 [in the 2nd OTS referral]), the Applicant should indicate a base condition. (i.e., single-lane southbound ramp) for comparison purposes under 2030 conditions. Additionally (also see Attachment 45 [in the 2nd OTS referral]), the Applicant should indicate what mitigation measures would be required to effect an acceptable LOS on the northbound segment of a five-lane Route 28 between the Dulles Toll Road and Innovation Avenue if a bridge crossing of the Dulles Toll Road (between Rock Hill Road and Sunrise Valley Drive) is not in place.

Applicant's Response (August 5, 2010): The technical comments received from VDOT have been addressed in the most recent submission (August 5, 2010). VDOT requested the use of FRESIM in order to accurately evaluate and simulate Freeway operations. The measures of effectiveness outlined in the HCM manual in order to evaluate a freeway and interchange facility were applied. Discussions were held with VDOT staff in order to produce the simulation analysis per requirements outlined in the HCM manual. The most recent and refined version of the simulation analysis is presented in Chapter 2 of the August 2010 report. The refined and accurate analysis has also resulted in alleviating some of the recommendations that were previously presented; for example a single lane southbound ramp is required under 2030 with development conditions and the Route 28 section between the Dulles Toll Road and Innovation Avenue operates at acceptable LOS as a five lane section. However, once the traffic generated by the adjacent Fairfax County parcels (APR nominations - approx. 4.0 MSF of development) is taken into account, there is queuing and backups observed along Innovation Avenue and Route 28, which triggers the need for the bridge crossing.

Current Issue Status: Clarification is necessary regarding the lane configuration assumed on northbound Route 28 assumed in the 2015 total future "base case" scenario shown in "Attachment 66 (Chapter 2, Table 7) (i.e., table footnotes indicate

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that a continuous auxiliary right turn lane is proposed from the Dulles Toll Road to Innovation Avenue and from Innovation Avenue to Route 606). OTS notes that there is a continuous (fourth) northbound lane already in place from the Dulles Toll Road on ramp to the eastbound Route 606 off-ramp. The Applicant should explain the difference between the "base case" and existing eight-lane northbound condition, and verify whether any additional assumed improvements can be accommodated by the approved VDOT interchange design and existing ROW along Route 28. ROW dedication as necessary for the ultimate widening of Route 28 should be provided.

Response: The "base case" scenario represents the existing eight-lane configuration of Route 28 with four northbound lanes. The Applicant is willing to meet with County Staff to discuss the ultimate widening of Route 28.

3) Initial Staff Comment (1st referral, February 23, 2009): *The Applicant should provide a comparison of the site's existing transportation proffers approved with ZMAP 1985-0009 (Kawar) and any forthcoming proffer statement associated with the current applications. As currently depicted, the applications do not propose construction of any regionally significant off-site improvements despite generating over 70,000 gross daily vehicle trips at buildout. The Applicant should also provide a trip generation comparison between uses proposed with these applications and the approved uses allowed by the current zoning on the site.*

Applicant's Response (May 1, 2009): *Comment acknowledged. The Applicant's draft proffer statement includes commitments to construct the Route 28/Innovation Avenue interchange, a connection to Route 606 via Shaw Road, and a connection from the Property to Rock Hill Road. A trip generation comparison between the approved and proposed uses is shown in the revised traffic impact study, Chapter 1: Traffic Impact Analysis, dated April 27, 2009 On Page 65. If the Route 28/Innovation Avenue interchange has not been constructed by the time the Applicant is ready to build more than 909,000 square feet of non-residential development or 408 residential units, the Applicant will be required to construct the interchange in order to proceed with construction and occupancy of the project.*

Issue Status (2nd referral, August 19, 2009): *OTS staff notes that its initial comment was based solely on the Applicant's November 10, 2008 traffic study. OTS acknowledges that certain off-site improvements are proposed as part of this application (i.e., those features identified in green on Attachment 68 [in the 2nd OTS referral]), but does not believe that these proposed improvements sufficiently address the impacts of the development. Further, given the issues raised elsewhere in this referral regarding many of the assumptions in the traffic study, the overall impact of this development on the surrounding road network may be even more significant than stated. Depending on how these issues are resolved, the Applicant may or may not have some responsibility*



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for improvements along Route 606. Further discussion is needed on the necessary revisions to the traffic study.

It is noted that the requested proffer comparison between the current proposal and the approved Kavar development has not been provided.

Applicant's Response (August 5, 2010): *The proposed application will supersede the previous application and all related materials; including' the proffers. The Applicant's revised proffer statement includes substantial transportation commitments that are phased to accommodate the proposed development. These commitments included road improvements, shuttle bus service, and TDM commitments to achieve specific vehicle trip reductions for the proposed development. More specifically, the proposed road improvements include: (i) the funding and construction of the Route 28/Innovation Avenue interchange prior to the issuance of zoning permits for more than 1,131,400 sq ft of development, (ii) the funding and construction of realigned Innovation Avenue to establish a grid network of streets, (iii) the dedication of right-of-way to accommodate the bridge connection over the Dulles Toll Road, (iv) the extension of Shaw Road, (v) improvements to the Route 606/Rock Hill Road intersection, and (vi) the extension of Road B east to Rock Hill Road in order to provide additional connections to the CIT site.*

The roadway improvements are phased consistent with the results presented in the traffic study for interim and full build out conditions (Phase I, II and III). The phasing/TDM commitments are also consistent with the timing of the proposed Metro Station. Through the latest set of transportation proffers, the Applicant has exceeded the prior proffer commitments on transportation. With the realignment of Innovation Avenue as part of the roadway improvements under the current plan, the prior proffers with respect to the site's internal network are no longer relevant.

Current Issue Status: *The Applicant's current proposal provides for increased commitments to fund or construct necessary transportation improvements. With respect to the Route 606 corridor, however, the Applicant proposes no improvements, other than-a second westbound turn lane at Rock Hill Road, even though the Applicant's traffic study notes that a third lane in each direction is necessary by 2015 east of Shaw Road to' restore LOS to acceptable levels due to background traffic volumes. County policy states that land development in the Suburban Policy Area will only occur along roads or near affected intersections that currently function at LOS D or better or where planned road improvements would improve the level of service to LOS D or better with the proposed development (2010 CTP, LOS Standards Policy 1). To this end, the Applicant's participation in facilitating improvements to the Route 606 corridor is recommended; further discussion of this issue is necessary.*

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Regarding the timing of the Applicant's proposed construction of the second westbound turn lane on Route 606 at Rock Hill Road, the traffic study indicates that this improvement is necessary in Phase I (2015), but the current draft proffer statement does not commit to its installation until the prior to Phase II. OTS recommends that the timing of this improvement be accelerated to be completed prior to the issuance of occupancy permits for any uses on the site; the Applicant should also commit to any necessary traffic signal modifications at this intersection to accommodate the additional left turn lane. Coordination with the Town of Herndon is necessary regarding both the construction of the turn lane and signal modifications as the turn lane extends into the Town's jurisdiction and the signal is part of the Town's signal network.

Additional recommended improvements and changes to the Applicant's proposed timing of improvements are noted elsewhere in this referral.

Response: As noted in the traffic study, the site generated traffic impacts to the Route 606 corridor under all future conditions identified in the traffic study are minimal. More specifically, the site generated traffic under all future scenarios is no greater than 8% along the Route 606 corridor. The Applicant acknowledges that the LOS along the Route 606 corridor does not meet the County policy standards for achieving LOS D, however, the Applicant has committed to providing two major regional roadway improvements in the area: 1) the Route 28/Innovation Avenue interchange and 2) the extension of Shaw Road to create a connection between Realigned Innovation Avenue and Route 606.

The Applicant acknowledges that the construction of the interchange and the Shaw Road connection will primarily serve the proposed development and are essential components for the site's traffic flow. However, in the long term, these improvements will also serve the regional traffic in the area, and will accommodate a lot more of the regional traffic than the site generated traffic using the Route 606 corridor. The Applicant has received referral comments from the Town of Herndon and will participate in further discussions with the Town and Loudoun County regarding the Route 606 corridor, however, the Applicant cannot commit to additional improvements for the Route 606 corridor prior to those discussions.

The Applicant will coordinate with the Town of Herndon and Loudoun County regarding the construction and timing of the proposed left turn lane from westbound Route 606 onto southbound Rock Hill Road and the associated signal timing modifications.

4) Initial Staff Comment (1st referral, February 23, 2009): *The proposed realignment of Innovation Avenue (Route 209), a primary state roadway, requires further discussion. Legal ownership of the existing right-of-way (ROW) needs to be clarified; it appears that the ROW is attached to the adjacent CIT parcel and is not fee simple to the County or*



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VDOT. Depending on the form of ownership, the existing roadway may need to be abandoned and the replacement right-of-way acquired by the Applicant prior to the relocation of the roadway. It is noted that the realigned roadway is to be partially located on land that is not under the control of the Applicant; confirmation that this off-site right-of-way can be obtained by the Applicant is necessary.

Applicant's Response (May 1, 2009): *The prior owner of the Property transferred the Innovation Avenue right-of-way to the Innovative Technology Authority ("ITA") by a Deed of Gift. The conditions of the Deed of Gift require the ITA to dedicate Innovation Avenue to VDOT. Innovation Avenue has been designated as State Route 209 and accepted by VDOT for maintenance, which has maintained the road since 1992. For reasons unknown to the Applicant, however, the ITA has never dedicated Innovation Avenue to the state as required under the conditions of the Deed of Gift. The Applicant has been coordinating with the Center for Innovative Technology ("CIT") regarding the realignment of Innovation Avenue and the rezoning application.*

Furthermore, the Applicant is in discussions with the adjacent property owners to the north of the Dulles World Center (the Chantilly Crushed Stone Quarry and Rock Hill Development LLC) regarding the realignment of Innovation Avenue. These property owners will likely desire access to the realigned Innovation Avenue at the time they redevelop their properties, and therefore, it is reasonable for the Applicant to request their participation in accommodating the realignment of Innovation Avenue. As further described in the Applicant's draft proffer statement, the Applicant will attempt to obtain from the adjacent property owners the right-of-way and ancillary easements necessary for the construction of Innovation Avenue as shown on the Concept Plan and in conformance with VDOT standards. In the event that the Applicant cannot obtain such right-of-way and/or ancillary easements, the Applicant will construct Innovation Avenue within the Property.

Issue Status (2nd referral, August 19, 2009): *OTS staff review of the referenced Deed of Gift and other County records indicates that the Innovative Technology Authority (ITA) retains ownership of the land on which Innovation Avenue is located (Parcel C-1), although the Applicant is entitled to access the roadway. Existing Innovation Avenue is a publicly accessible, VDOT maintained primary state roadway and as such any abandonment and relocation must be approved by VDOT. It is noted that the parcel C-1 is not included in the draft proffer statement, but its area is incorporated into the overall development as depicted on the plan set that is proposed to be rezoned. OTS defers to Zoning Administration and the County Attorney's office for further review of the legal ownership of the land under Innovation Avenue and what steps are necessary (e.g., ITA as a signatory to the proffer statement, etc) for that area to be rezoned as proposed.*

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Regardless of the ownership issue regarding existing Innovation Avenue, the Applicant proposes to construct the replacement road for Innovation Avenue ("realigned Innovation Avenue") in phases and on land that is partially located off-site. This proposal is unacceptable. There are no assurances that the adjacent property owners (to the north of the site) are willing to consent to such a relocation, and the proposal, as currently outlined in the proffer statement, could result in a scenario where less than a four-lane divided roadway could be in service for a period of time (e.g., lane use diagrams in the traffic study show only a two-lane realigned Innovation Avenue east of "Road E" (Intersection 12) in 2015 (see Attachment 19 [in the 2nd OTS referral]) and in 2020 (see Attachment 23 [in the 2nd OTS referral]); a four-lane realigned Innovation Avenue across the length of the site is not depicted/assumed until 2030 (see Attachment 27[in the 2nd OTS referral]).

Assuming that the ITA consents to the realignment of existing Innovation Avenue, the Applicant should commit to complete (four-lane) construction of the realigned roadway entirely within the site as part of initial site development such that an equivalent number of lanes as currently exist are maintained at all times; the realigned roadway must be open to traffic prior to closure of existing Innovation Avenue. This request is justified as four publicly-maintained travel lanes are currently open to traffic on Innovation Avenue. Any option to locate the realigned roadway partially off-site should only be considered as an alternative if and when adjacent owner consent is obtained.

Applicant's Response (August 5, 2010): *The Innovation and Entrepreneurship Investment Authority (formerly known as the ITA) is now a signatory to the application and the portion of Innovation Avenue (Parcel C-1) that runs through the Property is referenced in the Land Development Application and Proffer Statement. A signature page for the IEIA has been included with the draft proffers.*

Furthermore, the Applicant has agreed to dedicate up to 120 feet of right-of-way to accommodate Innovation Avenue across the northern portion of the Property and agreed to construct the entire segment of that road on site and off site across Rock Hill Road to existing Innovation Avenue prior to the issuance of any zoning permits on the Property. These commitments are memorialized in Proffer VII.A.

Current Issue Status: *OTS appreciates the Applicant's efforts to resolve the issues related to the ownership and alignment of Innovation Avenue with the IEIA, and for the commitment for "up-front" construction of a four-lane divided section of Realigned Innovation Avenue entirely, on its property (and not partially on the adjacent properties to the north) and eastward into Fairfax County past existing Rock Hill Road and off-site to the existing alignment of Innovation Avenue. The Applicant should continue to coordinate with Fairfax County, the IEIA, and other necessary parties regarding the off-site extension of Innovation Avenue and the relationship of this roadway to development plans in that area.*



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While not mentioned in previous referrals given the larger alignment issue regarding Innovation Avenue, the Applicant should commit to fund and install traffic signals when warranted at the intersections along Innovation Avenue where the traffic study indicates that signalization is necessary (i.e., Intersections 11, 13, 15, 16 and 7).

Response: The Applicant has revised Proffer VII.A to include commitments to conduct traffic signal warrant studies for four intersections along Realigned Innovation Avenue to determine whether traffic signals are necessary at these intersections. The proffer further requires the Applicant to install these traffic signals if they are warranted and approved by VDOT.

5) Initial Staff Comment (1st referral, February 23, 2009): Continued discussion is necessary with Fairfax County, the Town of Herndon, MWAA and VDOT regarding the planned four-lane bridge connection (shown on the Fairfax County Transportation Plan) extending Rock Hill Road over the Dulles Toll Road to Sunrise Valley Drive.

Applicant's Response (May 1, 2009): Comment acknowledged. The Applicant will continue to participate in discussions regarding the planned extension of Rock Hill Road over the Dulles Toll Road.

Issue Status (2nd referral, August 19, 2009): Loudoun County OTS and Planning staffs have participated in staff level coordination meetings with staffs from Fairfax County and the Town of Herndon since January 2009. Loudoun County OTS and Planning staffs have also attended and participated in the Fairfax County Dranesville District APR Task Force meetings where the issue of the bridge has been discussed. It is noted that Chapter 3 of the traffic study recognizes the regional benefit of such a bridge connection, and while forecasted traffic volumes vary, indicates that a four-lane section is necessary. A bridge in this location would serve as part of a continuous eastern Route 28 parallel road (an extension of Atlantic Boulevard/Davis Drive in Loudoun County) that would ultimately run from Route 7 (at Dulles Town Center) south to at least Frying Pan Road in Fairfax County.

At the June 29, 2009 Dranesville District APR Task Force meeting, Fairfax County DOT staff presented a revised conceptual location for the proposed bridge crossing, to the west of the location depicted on the adopted Fairfax County Transportation Plan, and recommended that this conceptual location be studied further (this location is slightly to the west of the existing CIT building and is partly in Loudoun County and is depicted in Attachment 69 [in the 2nd OTS referral]). This approximate location was subsequently presented at the interjurisdictional (Fairfax, Herndon, Loudoun) planning meeting with elected officials held on July 28, 2009. As part of an ongoing scope of work currently being developed from direction received at the July 28, 2009 meeting, a conceptual

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engineering design for the bridge (or tunnel) is being contemplated.

As this process continues, OTS requests the Applicant's flexibility in accommodating the construction of this crossing in the future; this will likely include a redesign of the eastern portion of the site to accommodate a revised road network.

Applicant's Response (August 5, 2010): The Applicant has agreed to reserve right of way to accommodate a portion of the Dulles Toll Road bridge as shown on Proffer Exhibit C and revised the layout to accommodate that potential alignment along Road H. Furthermore, a proffer was included to commit the Applicant to dedicate the variable right of way to the County following a written request for the land, provided the bridge is funded and constructed by others.

Current Issue Status: The Dulles Toll Road overpass was discussed extensively at the May 2010 Interjurisdictional Meeting, where the consensus was that a bridge crossing is necessary and desirable in the location now acknowledged and accommodated by the Applicant. OTS appreciates the Applicant's efforts to accommodate this bridge crossing in the design of the project as depicted on Exhibit C (see Attachment 66). OTS recommends that the 83-footwide reservation area depicted on Exhibit C be incorporated into the CDP for clarity, and that the Applicant acknowledge that changes to Road H as currently shown on the CDP will be necessary in order to accommodate the bridge. The proffer language regarding the reservation area should also be strengthened to remove uncertainty regarding the future reservation of this right-of-way.

Response: The Applicant acknowledges that changes to Road H will be necessary in order to accommodate the Dulles Toll Road Bridge and has accounted for such changes in the proffer statement by noting that a portion of Road H will no longer be maintained by the Dulles World Center Property Owners Association (i.e., will no longer be part of the Applicant's project) upon its dedication to the County or VDOT for the bridge. The Applicant understands that changes to Road H will occur, but the final alignment of the bridge, the configuration of Road H and Road A, and the potential connections have yet to be determined. Therefore, the specific impact on Road H is uncertain and showing the right-of-way on the CDP will not provide any additional information. The Applicant's commitment to dedicate the right-of-way shown on Exhibit C will ensure that the County and/or VDOT have the necessary right-of-way and can make modifications within it. The Applicant requests further discussion with OTS regarding any specific recommendations to modify Proffer VII.C regarding the reservation and dedication of the bridge right-of-way.

6) *Initial Staff Comment (1st referral, February 23, 2009): Continued discussion is necessary with Fairfax County, the Town of Herndon, and VDOT regarding the inconsistencies between the Loudoun County and Fairfax County Transportation Plans*



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over the planned alignment of and future improvements to Rock Hill Road between Innovation Avenue and Route 606. Copies of both plan maps are provided as Attachments 2 & 3, respectively [in the 1st OTS referral]. OTS staff notes that a new connection between the Route 28/CIT Metrorail station and Route 606 is contemplated in the draft 2009 Loudoun County Transportation Plan (a note to this effect is included on the draft plan map).

Applicant's Response (May 1, 2009): Comment acknowledged. The Applicant will continue to participate in discussions regarding the planned alignment and future improvements to Rock Hill Road between Innovation Avenue and Route 606.

Issue Status (2nd referral, August 19, 2009): The transportation plan alignment issue was not addressed by the April 29, 2009 traffic study or in the Applicant's May 1, 2009 response letter.

As discussed in Comment #5 above, staff level coordination with Fairfax County and the Town of Herndon has been ongoing since January 2009. Again, OTS staff notes that the Fairfax and Loudoun County transportation plans are not consistent with respect to the alignment of Rock Hill Road between the CIT area and Route 606; this issue has been identified in the ongoing interjurisdictional planning effort, and a concept to extend Davis Drive south to connect with the proposed bridge over the Dulles Toll Road has been presented to elected officials for consideration (the map presented at the July 28, 2009 interjurisdictional meeting with provided as Attachment 70 [in the 2nd OTS referral]. Under this scenario, the existing alignment of Rock Hill Road would remain a two-lane facility for use by local traffic and would no longer be a direct connection between the CIT/future rail station area and Route 606.

As this process continues, OTS requests the Applicant's flexibility in accommodating the construction of a realigned Davis Drive corridor (to align with the bridge crossing discussed in Comment #5 above); this will likely include a redesign of the eastern portion of the site to accommodate a revised road network.

Applicant's Response (August 5, 2010): Please refer to response for Comment #5.

Current Issue Status: Given the discussions at the May 2010 Interjurisdictional Meeting regarding the Dulles Toll Road overpass, the Davis Drive extension between Route 606 and Innovation Avenue at Road H becomes a critical link in the future transportation network, not only as a direct north-south regional connection but also as a replacement for the substandard Rock Hill Road. The Applicant should coordinate with other property owners in the area in developing a feasible alignment for this road connection, and commit to some portion of its construction to be open to traffic by the mid- to late-phases of the development. OTS is available for further discussion on this matter with the Applicant and other necessary parties.

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Response: The Applicant is willing to participate in discussions with Loudoun County, the Town of Herndon, and VDOT to identify a feasible alignment for the Davis Drive extension and connection to the Dulles Toll Road Bridge. The Applicant's commitment to dedicate the necessary on-site right-of-way for this important regional road improvement represents a substantial contribution toward achieving a regional road connection that has only limited benefit to the Dulles World Center development. The Applicant's traffic studies thus far have been very comprehensive and included various scenarios and alternatives. All versions of the traffic study have shown that the primary transportation elements necessary to accommodate the trips generated by the proposed development are the:

- a. Route 28/Innovation Avenue Interchange
- b. Shaw Road connection from Innovation Avenue to Old Ox Road
- c. Realignment of Innovation Avenue
- d. Route 28/CIT Metro Station

At the County Staff's request, the construction of the Dulles Toll Road Bridge and the extension of Davis Drive to Old Ox Road was incorporated in the latest version of the traffic study. As presented in the most recent version and all previous versions of the traffic study, the Davis Drive connection is an essential roadway link only with the Dulles Toll Road Bridge in place and the development of the adjacent Fairfax County APR parcels. The proposed Dulles World Center development traffic travelling northbound to Old Ox Road is very minimal and can be accommodated through the Shaw Road connection, which provides additional capacity to accommodate north-south traffic and creates a much required parallel avenue to the Rock Hill Road corridor. Hence, the Applicant respectfully declines the request to commit to some portion of the Davis Drive construction beyond the contribution of right-of-way as required under Proffer VII.C.

7) Initial Staff Comment (1st referral, February 23, 2009): Project phasing with respect to transportation improvements requires further discussion. Based on the phasing table included on Sheet 5 of the plan set, it appears that a significant amount of development is proposed on site prior to any transportation improvements (including completion of the Route 28/Innovation Avenue interchange) being in place.

Applicant's Response (May 1, 2009): Comment acknowledged. The Applicant's traffic impact study dated April 27, 2009 confirms that the development proposed under the Applicant's phasing plan can be accommodated with the existing and proposed transportation improvements assumed for each phase of development. Specifically, the traffic impact study demonstrates that the existing transportation network can support Phase I of the proposed Dulles World Center development without any additional improvements. Therefore, the Applicant does not propose construction of additional



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improvements until Phases II and III of the project. The Applicant's draft proffer statement includes additional details regarding the Applicant's proposed phasing of the Dulles World Center development with the planned transportation improvements.

Issue Status (2nd referral, August 19, 2009): *The development levels for each phase as outlined in the proffer statement and on the plan set appear to be generally consistent with the development levels proposed for each phase in the traffic study. Further discussion, however, is necessary regarding the timeframe of the later phases (particularly Phase III) of the project (i.e., anticipated year/conditions of when permitted to commence) as assumed in the study with respect to the arrival of Metrorail to the area.*

The Applicant's proposed proffer to allow residential to commercial conversions and/or hotel to commercial conversions without any discretionary County review (ZCPA application process) calls into question the validity/appropriateness of the entire traffic study to predict the traffic impacts of the development, and OTS recommends that these proffers be removed. With the proposed conversion language, there is no certainty as to which uses could actually be constructed in any particular phase of the project. Additionally, the internal capture/synergy and TDM reductions claimed in the study are based on specific land uses which may or may not be constructed in the phase identified. The proposed conversion language further calls into question the Applicant's premise that the development can be supported by the road improvement phasing plan currently proposed.

Applicant's Response (August 5, 2010): *Comment acknowledged. The Applicant has removed the previously proposed conversion provisions from the Proffer Statement. To facilitate access to the proximate Metrorail station, the Applicant has proffered to provide a shuttle bus between the Property and the station. Prior to Phase II, the Applicant will coordinate this shuttle bus that will run between the Property and the Route 28/CIT Metro station every fifteen minutes during the morning rush hour (6:30 am to 9:00 am) and the evening rush hour (4:30 pm to 7:00 pm) Monday through Friday with the exception of Federal holidays.*

Current Issue Status: *The removal of the conversion provisions from the draft proffer statement is appreciated as it eliminates significant uncertainty regarding potential future development on the site and associated traffic volumes/TDM measures. Additionally, the Applicant's proffer to construct a four lane section of Realigned Innovation Avenue across the entire site and into Fairfax County prior to the issuance of any zoning permit, as well as the elimination of residential uses from Phase I of the project (prior to the arrival of Metrorail to the area) and the commitment not to proceed to Phase II until rail is operational allay some of OTS' previous concerns regarding phasing of the project with respect to the transportation network. Further refinements to the proposal, including the recommended acceleration of the completion of the Route*

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28/Innovation Avenue interchange and the Applicant's recommended participation in planning and construction of the Davis Drive connection between Route 606 and Innovation Avenue opposite Road H, as well as recommended participation in improvements to Route 606, would further ensure that an adequate transportation network is in place or can be accommodated to serve the project and forecasted regional traffic.

Transit and shuttle service are discussed in Comment #16 below.

Response: Please see the Applicant's responses to Comment #1 regarding the Route 28/Innovation Avenue interchange, Comment #3 regarding the Route 606 corridor, Comment #6 regarding the Davis Drive extension, and Comment #16 below regarding transit and shuttle service.

8) Initial Staff Comment (1st referral, February 23, 2009): *The Applicant's traffic study (Page 2) states that, during the traffic study scoping process, OTS staff suggested "that either the planned bridge connection [over the Dulles Toll Road in Fairfax County] or the extension of Shaw Road to Innovation Avenue should be considered in the analysis of the ultimate [year 2030] conditions. This statement is not accurate. While OTS staff did request the addition of the bridge analysis following submittal of the Applicant's initial version of the study (dated August 28, 2008), such analysis was never intended to be used to determine the need for the bridge in lieu of the Shaw Road extension. Each of these facilities have independent utility and are each part of the overall planned road network depicted on the Fairfax County and Loudoun County transportation plans, respectively. The Applicant should revise the text of the study to eliminate the inaccurate statement quoted above.*

Applicant's Response (May 1, 2009): *The Applicant's revised traffic impact study dated April 27, 2009 removes the statement above as requested.*

Issue Status (2nd referral, August 19, 2009): *OTS staff appreciates the edits to the traffic study which improves the readability and clarity of the document. Issue resolved.*

Applicant's Response (August 5, 2010): *Comment acknowledged.*

Current Issue Status: *Issue previously resolved.*

Response: Comment acknowledged and resolved.

9) Initial Staff Comment (1st referral, February 23, 2009): *Table, figure and appendix references throughout the traffic study document are not consistent and should*



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be revised for clarity.

Applicant's Response (May 1, 2009): *The Applicant has revised the traffic study to include consistent table, figure, and appendix references.*

Issue Status (2nd referral, August 19, 2009): *OTS staff appreciates the edits to the traffic study which improves the readability and clarity of the document. Issue resolved.*

Applicant's Response (August 5, 2010): *Comment acknowledged.*

Current Issue Status: *Issue previously resolved.*

Response: Comment acknowledged and resolved.

10) *Initial Staff Comment (1st referral, February 23, 2009):* *The total number of site-generated trips (both peak hour and daily) should be clearly stated in the traffic study, preferably in the executive summary.*

Applicant's Response (May 1, 2009): *The Applicant has revised the traffic study to clearly state the total number of site generated trips on a peak hour and daily basis.*

Issue Status (2nd referral, August 19, 2009): *OTS staff appreciates the edits to the traffic study which improves the readability and clarity of the document. (Gross and net proposed trip generation figures from the study are also summarized earlier in this referral). OTS staff has issues with the appropriateness of the proposed TDM reductions claimed in the study (discussed further in Comments #12 & #14 below) and has questions regarding the proposed internal capture reductions that have been taken (see Comment #26 below). Further discussion is necessary.*

Applicant's Response (August 5, 2010): *Comment acknowledged. Please refer to the Applicants responses for Comments #14 and #26 below for the TDM reductions.*

Current Issue Status: *Please refer to Comments #12, #14 and #26 below.*

Response: Please see the Applicant's responses to Comments #12, #14 and #26.

11) *Initial Staff Comment (1st referral, February 23, 2009):* *The Applicant should provide explanation/justification for the development of the background traffic growth rates assumed in the traffic study (i.e., 3% per year until 2015 and 1% per year between 2015 and 2030). The Applicant should indicate whether these rates assume the currently proposed development of the parcels adjacent to the site along Rock Hill Road in Fairfax*

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County; these parcels are depicted on Attachment 4 [in the 1st OTS referral]. Rationale also needs to be provided regarding the Applicant's selection of the four (4) approved but yet to be constructed background developments listed in the study,, all of which are located north of Route 606. The impacts of two (2) of these developments, the "Industrial Park" (which appears to be Transduller Center) and the mixed-use Centennial Dominion Center, are predicated on the completion of Davis Drive and/or another connector road south to Route 606. There is no reasonable assurance that such a connection will be in place by 2015 as assumed by the study.

Applicant's Response (May 1, 2009): *The background traffic growth rate percentages are based on VDOT's Historical Data and the County's COG model projections for roadway segments within the study area. The historical data information is provided on page 15 in the revised traffic impact study, Chapter 1: Traffic Impact Analysis, dated April 27, 2009 and on page 3 in Chapter 2: Route 28 - Link and Weave-Merge Analysis. The trips generated by the approved/by-right development on adjacent Fairfax County parcels have been incorporated into the traffic study. The planning analysis section (Chapter 3) incorporates the currently proposed development (APR nominations) from adjacent Fairfax County parcels. The revised traffic impact study removes the connection of Davis Drive and Route 606 (Old Ox Road) from the interim build out year of 2015.*

Issue Status (2nd referral, August 19, 2009): *OTS staff appreciates the Applicant's clarifications and additions to the traffic study document.*

It is noted that the 3% annual growth rate used in the study for the Route 606 corridor is based on recent VDOT counts (between 2003 and 2007) which reflect recent growth trends. Given the rapid growth that took place during this period, the 3% rate may not be indicative of long-term trends. Revisions to the study using a longer timeframe to determine a more representative growth rate for background traffic is necessary.

The assumption the adjacent parcels in Fairfax County (CIT Parcel and Stout Property) will only be developed with by-right (current zoning) densities (18 single family detached houses and 300,000 sq ft of office uses, respectively) is not realistic as these parcels are, like the subject site, proximate to a future planned Metrorail station. These parcels are planned for significantly higher densities under the current Fairfax County Comprehensive Plan and are also requesting additional significant density increases through the ongoing APR process. The assumption of by-right uses on these parcels in the main section of the traffic study yields total future (with development) LOS conditions that understate the peak hour traffic conditions that are probable in the study area. It is customary to assume existing planned densities as a baseline when determining background development traffic; the main section of the traffic study should be revised to account for the density that is currently permissible on these sites under



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the existing Fairfax County Comprehensive Plan.

Applicant's Response (August 5, 2010): Based on the discussions held with OTS Staff, the 3% growth rate was verified. As mentioned earlier in the response, not only were the recent VDOT traffic counts and trends taken into account, in addition, the County COG model projections were checked to verify that the long term (2030) traffic projections are in sync with the County's model projections. The comparison revealed that a 3% inherent growth rate combined with the trips generated by the approved and proposed development are approximately consistent with the vehicles per day projections presented in the County's COG model.

In addition, acknowledging the County Staff's request, the trips generated by the adjacent Fairfax County parcels (CIT parcel and Stout parcel) under the current Comprehensive Plan were added to the network under the future 2020 and 2030 traffic conditions. The trips generated by the Fairfax County parcels under the APR nominations (Approx. 4.0 MSF of development) were included under future conditions (2030) with the Bridge connection in place.

Current Issue Status: As noted in Comment #3 above, further discussion regarding the Applicant's participation in improvements to the Route 606 corridor is necessary.

The land use scenario and buildout percentage assumptions used for the Fairfax County APR developments under the 2020 and 2030 phases in the current (August 5, 2010) traffic study are consistent with the discussions held with OTS staff in July 2010.

Response: Please see the Applicant's response to Comment #3.

12) *Initial Staff Comment (1st referral, February 23, 2009):* The Applicant should provide justification and data sources for the traffic study's assumed pre-rail (2015) transportation demand management (TDM) reductions. Specific commitments to the proposed TDM measures and incentives for users should be provided for review. It is noted that the total 15% TDM reduction appears to be high given the specifics of the site and lack of non-auto access to surrounding areas prior to the arrival of rail. Further discussion on this topic is necessary.

Applicant's Response (May 1, 2009): The Applicant acknowledges that, further discussion of the TDM measures is necessary. As a preliminary proposal, the Applicant's draft proffer statement includes specific TDM measures the Applicant proposes to undertake in order to achieve single occupancy vehicle trip reductions prior to and with the arrival of Metrorail. The 15 percent TDM; reduction (pre-rail) has been further reduced for the 2015 scenario in the revised traffic study. The Applicant has provided justification for the TDM reduction in the Travel Demand Management and

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Trip Reduction Analysis section of Chapter 1: Traffic Impact Analysis.

Issue Status (2nd referral, August 19, 2009): The Applicant's proposed 2015 ("prerail") TDM reductions have been reduced from previous versions of the study to the levels indicated in Attachment 37 [in the 2nd OTS referral] (i.e., 5% residential trip reduction, 10% office trip reduction, and 5% hotel trip reduction). It is noted that specific TDM standards are being considered as part of the County's ongoing update of the Countywide Transportation Plan. OTS appreciates the Applicant's proposed TDM measures as outlined in the draft proffers, and looks forward to further discussions on the proposed TDM program for all phases of this development.

Applicant's Response (August 5, 2010): In the most recent submission (August 2010), the Applicant has acknowledged the County Staff's concerns regarding the phasing program and has made changes accordingly. The Phase I (2015-Pre Rail) development does not include any residential units, but rather includes office, hotel, and limited retail development. Hence, the TDM reductions have been further reduced under the pre-rail scenario with only 5% TDM reduction for the office component. The components of the Pre-rail TDM program (5% - Office Trip Reduction) have been provided in the revised traffic study.

Current Issue Status: Only office and retail uses are now proposed for Phase I, and the Applicant's August 5, 2010 traffic study has reduced the targeted TDM percentage to a 5% reduction in overall office trips by means of carpool/vanpool/ridesharing, teleworking, flexible work schedules, and shuttle bus connections. The current level of TDM reductions for the pre-rail phase appears reasonable. Further comments on the Applicant's TDM program as proposed in the latest (July 30, 2010) draft proffer statement are provided below in Comment #14.

Response: Comment acknowledged. Please see the Applicant's response to Comment # 14.

13) Initial Staff Comment (1st referral, February 23, 2009): It is noted that most of the site lies further than ½ mile from the location of the proposed Route 28/CIT Metrorail station platform and the pedestrian entrance to the station; maps showing the site's distance from the rail station and the layout and location of the rail station itself are provided as Attachments 5 & 6, respectively [in the 1st OTS referral]. A commonly accepted definition of Transit Oriented Development (TOD) is limited to a ½ mile radius from a rail station as there is less of a transit impact with respect to vehicular trip reduction outside of this range. From the plan set, it appears that some of the highest densities proposed on site are situated within the ½ mile radius. OTS defers to the Department of Planning for further comment on the appropriateness of the proposed densities and arrangement of uses on the site.



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Applicant's Response (May 1, 2009): Comment acknowledged. The Applicant addresses the Department of Planning's comments on the appropriateness of the proposed densities and arrangement of uses below.

Issue Status (2nd referral, August 19, 2009): OTS defers to the Department of Planning on the land use aspects of this proposal. Further discussion of the Applicant's proposed transit reductions is provided in Comment #14 below.

Applicant's Response (August 5, 2010): Comment acknowledged. Please refer to the Department of Planning's comments regarding the land use aspects of the proposed rezoning application. Please refer to the Applicant's response to Comment #14 below regarding the proposed transit reductions.

Current Issue Status: OTS defers to the Department of Planning on the land use aspects of this proposal. The Applicant's proposed transit reductions are discussed in Comment #14 below.

Response: Comment acknowledged. Please refer to the Applicant's responses to the Department of Planning's comments regarding the land use aspects of the proposal. Please see the Applicant's response to Comment # 14 regarding transit reductions.

14) Initial Staff Comment (1st referral, February 23, 2009): For post-rail (2030) conditions with ultimate buildout of the proposed development, the traffic study bases its transit reductions (i.e., 31% residential reduction, 8% office reduction, 8% hotel reduction, and 9% retail reduction) on data contained in the Washington Metropolitan Area Transportation Authority's (WMATA's) 2005 Development Related Ridership Survey (DRRS). It is unclear as to whether the other TDM strategies identified for the interim prerail (2015) phase were incorporated into the post-rail (2030) phase reductions claimed in the traffic study. Regardless, further refinement of the claimed DRRS transit reductions for the entirety of the site is necessary given that most of the site is situated greater than ½ mile from the rail station platform (and an even greater walking distance given the proposed location of the station's pedestrian entrance). Any transit-based trip reductions are contingent on the Applicant's provision of shuttle service to the rail station. It is noted that the DRRS figures were developed based on surveys of Metrorail users at a variety of residential, office, hotel and retail uses within ¼ and ½ mile of several Metrorail stations in the Washington Metropolitan Area; only one (1) office site and one (1) hotel site included in the survey were located outside of a ½ mile radius².

Applicant's Response (May 1, 2009): The transit reductions used in the traffic impact study for the ultimate build-out conditions (2030) were based on an agreement reached with County staff prior to revising the traffic study and are as follows:

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Residential: 31%
Office: 8%
Retail: 8%
Hotel: 9%

The signed scoping letter is included in the appendix section of Chapter 1: Traffic Impact Analysis in the traffic study. In addition, apart from the transit reductions, other TDM components, such as carpool/vanpool services and flexible work hours, will also be incorporated. Hence, the transit reductions incorporated into the analysis are very conservative and do not include other significant TDM components.

Issue Status (2nd referral, August 19, 2009): OTS acknowledges that the 2005 WMATA Development Related Ridership Survey (DRRS) was cited as a guide for transit reductions as part of the traffic study scoping process. As noted above and in previous referrals, the WMATA DRRS document is a mode split survey which compiled data from users of a variety of residential, office, hotel and retail uses within a ¼ to ½ mile radius of various Metrorail stations. Given the distance of much of this site from the planned location of the Route 28/CIT Metrorail station, the percentages of the overall TDM reductions attributed to transit ridership indicated in Attachments 39 & 41 [in the 2nd OTS referral] (i.e., 20% of overall 31% residential trip reduction; 3% of overall 8% office trip reduction; 5% of overall 8% hotel trip reduction; and all 9% of overall retail trip reduction) are too high. Further discussion of this issue to reach agreement on a reasonable level of transit reductions as well as the relationship of these transit reductions with the proposed internal capture/synergy reductions, and whether including both are appropriate, is necessary.

Applicant's Response (August 5, 2010): The Zoning Ordinance allows for reductions up to 35% through the use of alternative modes. The Dulles World Center Traffic Impact Study contains a Transportation Demand Management (TDM) plan with the purpose to reducing vehicular trips to and from the site. The TDM measures planned for Dulles World Center, combined with the new Metrorail station, will provide for a reduction in parking demand as well as vehicular trip demand.

The transit reductions used in the traffic study were based on an agreement reached with the County Staff prior to revising the traffic study. The signed scoping document is attached to this comment response letter. In addition, apart from the transit reductions, other TDM components such as: carpool/vanpool services, flex work hours, telework, etc. will also be incorporated. Although the reductions identified on page 71 of the traffic study are 'transit reductions', as shown on page 105 of the traffic study, other TDM components will be involved in achieving these reductions. Hence, the actual 'transit/metro' related reductions are even lower than what were identified at the



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scoping meeting. The total TDM reductions for the entire Dulles World Center development are only approximately 9%, which is extremely conservative considering the transit oriented, mixed-use nature of this development.

The Zoning Ordinance also allows for reductions where interactions between different land uses on site replaces demand from outside the site. For example, employees from the office space may live in the residential units, or office workers may visit the retail during the work day. A process for determining the amount of synergy between uses at Dulles World Center was based on methodologies contained in the Trip Generation Handbook, 2nd Ed. by the Institute of Transportation Engineers. Based on survey results, the Handbook provides demand rates to and from office, retail and residential land uses to each other on a multi-use site. Based on these rates and methodologies and the relative land uses proposed for Dulles World Center, the internal synergy reductions were applied. The total internal capture/synergy reduction for the full build out of the development equates to only 10%, which is very conservative considering the mixed-use nature of the development, the pedestrian/bicycle facilities proposed, the continuous grid network of streets and the connections to and through the CIT site and to Metro.

Current Issue Status: The Zoning Ordinance allows for parking reductions, but not the TDM and internal capture reductions as referenced by the Applicant. (The Applicant is likely referring to the "VDOT Chapter 527 Regulations" and if so should revise its response accordingly.

Both the internal capture reductions and TDM reductions proposed by the Applicant appear reasonable; provided that each of these figures are acceptable to VDOT, OTS has no further comments regarding these percentages.

Regarding the Applicant's proposed TDM program, the elements outlined in the latest (July 30, 2010) draft proffer statement, including transit incentive programs, bicycle/pedestrian initiatives, flex-time, shuttle bus service, and other miscellaneous TDM measures as noted, provide a foundation for further discussion of this matter. OTS recommends a more comprehensive TDM commitment, based on the TDM strategies contained in the 2010 CTP (see Attachment 67). A measurement element is critical to the success and verification of any TDM program and should be specifically included. Further discussion of this issue is necessary.

Response: The revised Proffer VII.G outlines the Applicant's commitment to develop and implement a TDM program with TDM measures that are based on the TDM strategies contained in the 2010 CTP and in coordination with OTS. Proffer VII.G.2. also includes a requirement for the Applicant to conduct initial and biennial surveys of employees and residents of the Property to measure progress toward achieving the

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proffered single-occupancy vehicle trip reductions. The Applicant is willing to meet with the County Staff to discuss this aspect of the TDM program in more detail.

15) Initial Staff Comment (1st referral, February 23, 2009): The traffic study's use of the term "reduced TDM" is misleading and should be removed from the document. The "reduction" stems only from the fact that higher percentage of trip reductions based on transit usage/TDM measures were claimed in earlier versions of the study. Discussion of the initial (higher) proposed TDM reductions should be removed from the study as well. As noted in Comment # 14 above, even the "reduced" rates are high given the distance of much of the site from the planned rail station.

Applicant's Response (May 1, 2009): Comment acknowledged. The Applicant has revised the traffic study to remove the references to the "reduced TDM" trips.

Issue Status (2nd referral, August 19, 2009): OTS staff appreciates the edits to the traffic study which improves the readability and clarity of the document.

Applicant's Response (August 5, 2010): Comment acknowledged. However, as mentioned in the response to Comment #14 above, although the reductions identified in the traffic study are 'transit reductions', other TDM components will be involved in achieving these reductions. Hence, the actual 'transit/metro' related reductions are even lower than what were identified at the scoping meeting.

Current Issue Status: This issue was regarding specific terminology used in previous versions of the study, and was previously addressed and resolved.
Response: Comment acknowledged and resolved.

16) Initial Staff Comment (1st referral, February 23, 2009): As noted in Comment #14 above, the Applicant should commit to the provision of shuttle service to the nearest Metrorail station. Such service should be provided in both "the interim (Phase 1) and ultimate (Phase 2) stages of Metrorail implementation in the Dulles Corridor. In order to facilitate this service, the Applicant should agree to coordinate with the County regarding the placement of bus stops and shelters on the site.

Applicant's Response (May 1, 2009): The Applicant's draft proffer statement includes a commitment to provide shuttle bus service between the Dulles World Center site and the nearest Metro station or transfer station prior to the commencement of Phase III.A. It is the Applicant's understanding that Phase II of the Dulles Corridor Metrorail Project will be complete by 2016, and therefore the Route 28/CIT Metro Station is likely to be complete prior to the Applicant's commencement of Phase III.A. The Applicant will



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coordinate with the County regarding the placement of bus stops and bus shelters on the site as described in the proffers and shown on the Concept Plan.

Issue Status (2nd referral, August 19, 2009): Further discussion on the Applicant's proposed proffers regarding the provision of private shuttle bus service on the site and the placement of bus shelters is necessary. It is noted that future Loudoun County public transit service in the Route 28 corridor could serve this site and the nearby Route 28/CIT Metrorail station; however, service to this area has not been defined and would need to be coordinated with Fairfax County once the ultimate road network in the area is determined.

Applicant's Response (August 5, 2010): Comment acknowledged. The Applicant looks forward to coordinating with the County regarding the potential for Loudoun County public transit service to serve Dulles World Center. Regardless of any County public transit service, the Applicant will provide prior to Phase II a shuttle bus that will run between the Property and the Route 28/CIT Metro station every fifteen minutes during the morning rush hour (6:30 am to 9:00 am) and the evening rush hour (4:30 pm to 7:00 pm) Monday through Friday, with the exception of Federal holidays. The Applicant's revised proffer statement includes commitment for the shuttle bus service.

Current Issue Status: The 2010 CTP does not include any County bus routes in this area. Regarding bus shelters, OTS recommends that the shelter locations not be specifically depicted on the CDP at this time. Bus shelters should be sited and constructed in consultation with OTS staff as part of the shuttle route planning outlined in the latest (July 30, 2010) draft proffer statement.

Response: The Applicant has maintained the potential bus shelter locations on the CDP in response to other County Staff comments. The Applicant is willing to discuss this aspect of the CDP with OTS, Community Planning, and Zoning Administration to determine the most appropriate approach to planning the bus shelters.

17) Initial Staff Comment (1st referral, February 23, 2009): The Applicant has requested a zoning modification to reduce the required number of parking spaces on site. According to Zoning Administration staff, this modification would result in approximately 3,700 (24%) fewer off-street parking spaces than would otherwise be required by the Zoning Ordinance (a total of 11,744 parking spaces are being proposed on site). Given the issues raised in previous comments regarding the Applicant's proposed TDM program and the proximity of the site to the planned rail station, both of which are cited as justifications for the proposed parking reduction, further discussion on the appropriateness of this modification is necessary.

Applicant's Response (May 1, 2009): Under the Revised 1993 Loudoun County Zoning Ordinance, the proposed Dulles World Center development required 16,189 parking

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spaces. Based upon the mix of uses, the availability of bus and rail transit, and the proposed TDM measures identified in the draft proffer statement, the Applicant proposes 12,339 parking spaces for the project. The proposed reduction of 3,850 spaces represents an approximately 24% reduction for the overall Dulles World Center project. The Applicant's proposed reduction and the corresponding justification for each of the proposed land uses is described in more detail in the statement of justification and parking demand analysis for the Applicant's parking reduction special exception.

Issue Status (2nd referral, August 19, 2009): *OTS has reviewed the Applicant's submitted Parking Demand Analysis and noted that the reductions proposed are predicated on the internal capture/synergy and TDM reductions claimed in the traffic study. Given the issues cited elsewhere in this referral regarding the validity of these reductions, as well as the Applicant's current proposal to allow residential to commercial conversions and/or hotel to commercial conversions without any discretionary County review, further review of the parking analysis at this time is premature. The parking analysis will likely need to be revised to reflect the outcomes of these other related discussions.*

Applicant's Response (August 5, 2010): *The Applicant has removed the special exception for a parking reduction and agreed to either provide the required parking on site or apply for a reduction in the future.*

Current Issue Status: *Issue resolved with respect to the current applications.*

Response: Comment acknowledged and resolved.

18) *Initial Staff Comment (1st referral, February 23, 2009):* *The plan set should clearly denote the type and location of proposed bicycle and pedestrian facilities on-site, including crosswalks. Further discussion with other jurisdictions and agencies is necessary regarding off-site bicycle and pedestrian connections to proposed adjacent developments in Fairfax County and the planned rail corridor.*

Applicant's Response (May 1, 2009): *The Applicant proposes a pedestrian-oriented grid network of streets that will facilitate safe and convenient pedestrian and bicycle access from the Dulles World Center site to the Route 28/CIT Metro Station. The Applicant has revised the Concept Plan to depict the locations of pedestrian and bicycle facilities, including crosswalks, and the proposed connection from the Dulles World Center development to the Metro station via Innovation Avenue. The Applicant's proposed grid network of streets also will provide for interparcel access to adjacent parcels in Fairfax County. The Applicant's proposed Design Guidelines also address the use and location of pedestrian and bicycle facilities.*



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Issue Status (2nd referral, August 19, 2009): Further review and coordination with the adjacent CIT Parcel is necessary as that site is situated between the subject property and the Route 28/CIT Metrorail station. This is particularly important as the road network in the area may change based on the bridge/tunnel crossing of the Dulles Toll Road and the realignment of Rock Hill Road (Davis Drive), both of which are contemplated as part of the ongoing interjurisdictional review process for this area.

Regarding specifics of the Applicant's site, it is noted that the draft proffers call for sidewalks on only one side of any street on site with less than 5,000 average daily trips. Explanation and justification for such a limitation should be provided.

Applicant's Response (August 5, 2010): As noted above, the Concept Plan includes a network of pedestrian and bicycle connections throughout Dulles World Center that will allow employees, residents and visitors to access the Route 28/CIT Metro Station via Innovation Avenue. Fairfax County's proposed Comprehensive Plan language for the CIT property requires pedestrian connectivity to the Metro station entrance, which Fairfax County Staff recommends being relocated to the CIT property. By providing pedestrian and bicycle connections to the CIT property along Innovation Avenue, the Applicant will ensure that Dulles World Center employees, residents, and visitors will have the opportunity to access the CIT's future pedestrian and bicycle connections.

The Applicant has revised the proffer statement to commit to the provision of sidewalks on both sides of all streets, except for alleys. Additionally, the Applicant has agreed in Proffer VIII.D. to provide a 10-foot wide, shared-use trail to connect the southeastern portion of the Property with the Route 28/CIT Metro station, provided the land is available in right-of-way or easements.

Current Issue Status: The Applicant's proposed bicycle and pedestrian network provides improved non-vehicular access throughout the site as well as to the nearby Route 28/CIT Metrorail station through an off-site multi-use trail connection along Road A. OTS appreciates the revision to the latest (July 30, 2010) revisions to the draft proffers which commit to sidewalk on both sides of all streets with the exception of alleys.

Response: Comment acknowledged.

19) Initial Staff Comment (1st referral, February 23, 2009): The plan set should clearly specify typical street sections on-site and indicate whether streets are to be public or private.

Applicant's Response (May 1, 2009): The Applicant proposes that realigned Innovation Avenue remain a public street in conformance with VDOT standards. The remainder of

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the streets within Dulles World Center will be private and will be designed and constructed in conformance with Chapter 4.330 of the Facilities Standards Manual. The Applicant does not believe it is necessary to specify typical street sections in the Concept Plan, however, the Applicant's proposed Design Guidelines include minimum street widths for realigned Innovation Avenue and the internal private streets.

Issue Status (2nd referral, August 19, 2009): *OTS notes that typical street sections, in some form, are customarily depicted on concept development plans. Further discussion on this issue is necessary.*

Applicant's Response (August 5, 2010): *The Applicant's revised Design Guidelines include street hierarchy details. All internal streets within the development are proposed to be private and will be a minimum of 12 feet as depicted on the Concept Development Plan.*

Current Issue Status: *OTS has reviewed the Applicant's revised design guidelines with respect to street hierarchy and has no additional comments. Please confirm the minimum proposed width of private streets on site (all streets on the CDP appear to be greater than 12 feet in width). OTS notes that all private streets must meet applicable FSM standards.*

Response: All private streets within the Property shall be designed in accordance with applicable FSM standards.

20) Initial Staff Comment (1st referral, February 23, 2009): *Traffic calming measures should be identified and incorporated into the site, particularly near the "Town Green". Such measures should be coordinated with the County (OTS) and VDOT.*

Applicant's Response (May 1, 2009): *The Applicant will identify traffic calming measures for the site in coordination with OTS and VDOT.*

Issue Status (2nd referral, August 19, 2009): *OTS staff looks forward to receiving specific information and commitments from the Applicant in this regard. It is noted that VDOT involvement on this matter is limited as realigned Innovation Avenue is the only public street proposed on the site.*

Applicant's Response (August 5, 2010): *The Design Guidelines include a section on traffic calming measures, which, when coupled with such things as on-street parking, reduced front yard setbacks, depressed curbs and street trees, will all serve to slow vehicles through the Property. The Applicant is aware that VDOT's input will be limited to Innovation Avenue.*



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Current Issue Status: *OTS has reviewed the Applicant's revised design guidelines with respect to traffic calming and has no additional comments. OTS defers to the Department of Planning for further comments regarding specific streetscape elements outside of the travelway.*

Response: Comment acknowledged.

21) Initial Staff Comment (1st referral, February 23, 2009): *Residential uses proposed on site appear to be situated adjacent to Innovation Avenue, which is classified as a major collector. Per 2001 Revised CTP policy, the Applicant should evaluate noise impacts on the proposed residential development and determine appropriate highway noise mitigation measures if warranted.*

Applicant's Response (May 1, 2009): *The Applicant is currently conducting a noise study to evaluate noise impacts on the proposed residential development to determine whether noise mitigation measures are necessary.*

Issue Status (2nd referral, August 19, 2009): *OTS staff looks forward to receiving a copy of this study for review and comment. It is noted that the potential bridge/tunnel crossing of the Dulles Toll Road and the alignment an extended Davis Drive corridor (discussed in Comments #5 and #6 above) may also have noise impacts on proposed residential development, and should be evaluated going forward as well.*

Applicant's Response (August 5, 2010): *The Applicant commissioned a noise study that was completed in August 2009 for the Property. Should additional testing of the impacts of noise from the realigned Innovation Avenue on residential units be needed, the Applicant will revise its proffer statement to commit to those additional studies.*

Current Issue Status: *OTS has reviewed the referenced noise study and has no additional comments at this time.*

Response: Comment acknowledged and resolved.

22) Initial Staff Comment (1st referral, February 23, 2009): *OTS staff requests to be included in any meetings between VDOT and the Applicant regarding these applications, and also be included on the Applicant's response to VDOT comments dated January 2, 2009.*

Applicant's Response (May 1, 2009): *Comment acknowledged.*

Issue Status (2nd referral, August 19, 2009): *OTS staff participated in a meeting called*

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by the Applicant called at VDOT offices on April 29, 2009. At the meeting, the Applicant's representatives presented an overview of the revised traffic impact study, dated April 27, 2009. It is noted that the study was prepared prior to the meeting and was subsequently submitted to the County (on May 1, 2009). The April 29, 2009 meeting has been the only meeting at which any discussion of traffic study has taken place to date since the applications were accepted for review in November 2008. As noted in this referral and in VDOT's June 17, 2009 comments, significant issues/questions remain regarding the traffic study.

Applicant's Response (August 5, 2010): OTS and Loudoun County Staff met with the Applicant and VDOT in June 2010, prior to this updated traffic study and submission. The Applicant looks forward to the opportunity for continued discussion with OTS with the resubmission of this rezoning application.

Current Issue Status: Comment acknowledged. OTS is available for additional discussions with the Applicant and VDOT throughout the duration of the review process.

Response: Comment acknowledged.

New OTS Comments (Initially Raised in Second Referral)

The following additional issues were identified in the review of the April 27, 2009 revised traffic study:

23) Initial Staff Comment (2nd referral, August 19, 2009): Regarding proposed New Comments (Initially Raised in Second Referral) development levels, it is noted that Landbay B in Interim Phase II (2020) (Attachment 8) [in the 2nd OTS referral] contain less hotel and retail development than indicated for Interim Phase I (2015) (Attachment 6) [in the 2nd OTS referral]. Additionally, Attachment 8 [in the 2nd OTS referral] indicates a total of only 300 hotel rooms, whereas 450 hotel rooms are indicated elsewhere in the study.

Applicant's Response (August 5, 2010): Comment acknowledged. Based on the comments received from Loudoun County Staff, the Applicant has revised the phasing plan and total square footage proposed for office, hotel, and retail uses. Please refer to the Concept Plan and proffer statement for additional details regarding the revised p development program and phasing plan.

Current Issue Status: The development program totals have been revised with the current submittal. A total of 273 hotel rooms (in one hotel) are currently proposed as indicated on the CDP and in the draft proffers and traffic study. Issue resolved.



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Response: Comment acknowledged. Please refer to the Applicant's proffer statement and revised CDP for details regarding the commitment to provide one full-service hotel of 200 – 350 rooms.

24) Initial Staff Comment (2nd referral, August 19, 2009): Under 2015 conditions, the study (Attachment 19) [in the 2nd OTS referral] indicates that an additional through lane in each direction is necessary on Route 606 both east and west of Herndon Parkway. Elsewhere in the study, it is indicated that there are geometric constraints at this intersection which preclude further widening. Please clarify this discrepancy.

Applicant's Response (August 5, 2010): Route 606 is planned to be widened to a 6-lane section. Hence, the analysis presented in the traffic study incorporates the planned improvement along the Route 606 corridor. Even with the additional capacity, the intersection of Route 606 and Herndon Parkway operates at unacceptable levels of service conditions. It is noted in the traffic study that widening beyond the 6-lane section is not possible due to geometric constraints.

Current Issue Status: Route 606 (Old Ox Road) in Loudoun County is planned to be widened to a six-lane section per the 2010 CTP. However, OTS has confirmed with Town of Herndon Staff that Route 606 (Sterling Road) within the Town of Herndon and Herndon Parkway are currently built to their ultimate planned sections, and no additional widening is called for in the Town Plan. This intersection is a concern, but OTS defers to the Town of Herndon for official comment.

Response: The Applicant has received referral comments from the Town of Herndon and will participate in further discussions with the Town and Loudoun County regarding the Route 606 corridor.

25) Initial Staff Comment (2nd referral, August 19, 2009): No site-generated trips are assumed to use Shaw Road to access the site in the Ultimate Phase III (2030) with bridge scenario. Further justification is necessary.

Applicant's Response (August 5, 2010): Figure 29 in the previous traffic impact study misstated the site-generated trips at the intersection of Route 606 and Shaw Road. Figure 29 in the revised traffic study dated January 7, 2010 shows the correct site traffic distribution. Site generated traffic was assumed to use the Shaw Road connection to access the site under the Ultimate Phase with the bridge connection in place as reflected in the figure.

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Current Issue Status: Issue resolved (a total of 6% of site-generated trips are forecast to use Shaw Road in the Ultimate Phase III (2030) with bridge scenario (see Attachment 15 (Figure,34)).

Response: Comment acknowledged and resolved.

26) Initial Staff Comment (2nd referral, August 19, 2009): OTS concurs with VDOT's June 17, 2009 comment that overall internal capture numbers appear to be higher than those allowed by the VDOT Chapter 527 guidelines. Further, it is, not clear from the study as to the methodology used to develop the figures depicted in Attachments 33, 34 and 35 [in the 2nd OTS referral]. Additionally, no development amounts are shown in the 2015 internal capture tables (Attachment 33) [in the 2nd OTS referral], and the 2020 internal capture tables (Attachment 34) [in the 2nd OTS referral] are labeled as "2030" and contain 2030 development levels.

Applicant's Response (August 5, 2010): The VDOT Chapter 527 guidelines state that for internal capture: 'Multi-use development with more than five million square feet of office and retail - internal capture rate should be determined in consultation and approval of VDOT'. At the scoping meeting, it was decided that the process for determining the amount of synergy between uses at Dulles World Center would be based on methodologies contained in the Trip Generation Handbook, 2nd Ed. by the Institute of Transportation Engineers. Based on survey results, the Handbook provides demand rates to and from office, retail and residential land uses to each other on a multi-use site. Using this methodology the internal reduction applied to the entire site computed to be approximately 10%, which is very conservative considering the mixed-use nature of the site. In addition, based on VDOT's latest referral, VDOT has accepted the internal capture reductions. The sheets showing the internal, capture reduction calculations have been updated to reflect the new trip generation figures.

Current Issue Status: Issue resolved, provided that VDOT finds the internal capture figures to be acceptable.

Response: Comment acknowledged and resolved.

27) Initial Staff Comment (2nd referral, August 19, 2009): The 2020 TDM table (Attachment 39) [in the 2nd OTS referral] should be labeled as "post-rail."

Applicant's Response (August 5, 2010): Comment acknowledged. Please see the revised traffic study dated August 5, 2010, that re-labels this.

Current Issue Status: Issue resolved (see Attachment 57 (Table 23)).



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Response: Comment acknowledged and resolved.

28) Initial Staff Comment (2nd referral, August 19, 2009): The 2020 and 2030 TDM tables (Attachments 39 & 41) [in the 2nd OTS referral] indicate that a 100% transit reduction is claimed for retail uses (instead of 9%).

Applicant's Response (August 5, 2010): Comment acknowledged. Please see revised traffic study dated August 5, 2010, that corrects this.

Current Issue Status: Issue resolved (see Attachments 57 & 59 (Tables 23 & 25)).

Response: Comment acknowledged and resolved.

Sincerely,

Colleen Gillis Snow

cc: Honorable Scott York, Chairman of the Loudoun County Board of Supervisors
Honorable Stevens Miller, Dulles District Supervisor
Planning Commissioner Cliff Kierce, Dulles District
Jim Duszynski, Dulles World Center, LLC
Chris Tacinelli, Gorove/Slade Associates, Inc.
Bob Woodruff, William H. Gordon Associates, Inc.
Thomas Dinneny, Polleo Group
Mike Rolband, Wetlands Studies and Solutions, Inc.

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